THE FACULTY

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THIRD DRAFT

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EXT. THE DARK NIGHT

A calm blackness. Vast and even. Suddenly, an object appears in the distant sky. Unidentified. Small and oblong. It's moving...falling...coming fast towards the CAMERA. Towards earth. It comes BARRELING down as...

TWO HANDS appear, scrambling for it as a WHISTLE BLOWS. The CAMERA PULLS BACK TO REVEAL...

FOOTBALL PRACTICE. The small, rounded football finds itself wedged underneath the sweaty bodies of a HIGH SCHOOL FOOTBALL TEAM.

From the sidelines the COACH screams at them...

COACH WILLIS
JESUS CHRIST! WHAT DO YOU CALL THAT? HUH? FUCKIN' PUSSYHEADS--GET OFF MY FIELD.

Meet COACH WILLIS. A hardass. Big guy, early fifties. Sports a severe, leather-tanned face. He enjoys playing out his disgusted-reverse-psychology routine a little too much.

COACH WILLIS
YOU LIMPASS BLOWDICKS GONNA GO DOWN FRIDAY NIGHT.

He kicks dirt at the players as they file passed him, disappearing inside the nearby gym. The Coach gathers up some equipment when a...

SLIGHT RUMBLING

echoes behind him. The Coach spins around toward the noise. It comes from the metal bleachers that lie before him.

COACH WILLIS
Yeah?

The Noise settles. All goes quiet. He stands a moment, eying the bleachers. He looks to the gym. Everyone's disappeared. He's alone on the field. He ignores it, reaches for his things when a...

THUNDERING SCREECH

echoes across the field. Loud and torturous. Like thick metal bending..twisting. He eyes the bleachers again.

The Coach moves to the bleachers, jotting up them, taking them two at a time, scanning them all the while. They're completely empty. No sign of anything.

(CONTINUED)

CONTINUED:

He stops midway up, surveying the place. A GUST OF WIND billows about him. Nearby trees RUSTLE. He checks his back. The wind settles and all is still again. Until, the metal bleacher he stands on constricts, bending, lifting him slightly, as if something moves underneath it...

Coach Willis stops cold. He bends down, kneeling between two rows. He stares through the slatted space between the metal floor and bench. An empty blackness.

The metal moves again, inches from his face. His breath falls short. He stares down into the dark space. His face curious. With his hand, he reaches out, sticking it through the slats, feeling underneath the bleacher when...

SCREEEECCCHH....

The Coach's arm is yanked violently as his whole torso is jerked, forced down between the benches. He SCREAMS, pulling...twisting, trying to break free but something has hold.

Something so fierce and powerful it drags him the entire length of the bleachers in one swift motion. The SCREECHING SOUND deafening...

SMASH CUT:

INT. FACULTY LOUNGE - SAME

The SCREECHING CONTINUES...

As fingernails claw their way across a chalk board. The CAMERA PULLS BACK to reveal a large room. A table sits center with chairs around it. A couch and sitting chairs are off to the side. A teacher's private haven.

Around the table, sit THREE TEACHERS in a heated discussion. A late night faculty meeting. Their ears squirm from the noise created by...

PRINCIPAL DRAKE

Mid forties. Stern but attractive with a tough sexiness about her.

PRINCIPAL DRAKE
Give it a rest, guys. This is getting nowhere.

The room goes silent as she addresses the teachers...

MRS. OLSON, a petite shrunken woman in her late fifties.

(CONTINUED)

CONTINUED:

MRS. JONES, early fifties, robust and motherly. Pleasant most of the time.

MR. HOWARD, tall, wiry, late forties. Breathes heavily as if he's constantly excited.

PRINCIPAL DRAKE
Let's recap, so we can get the hell outta here. It's late. Mrs. Jones, with all sadness, no new computers.

JONES
But...

PRINCIPAL DRAKE
BUT--get the service guy out and have the old ones juiced. Mr. Howard--you're dreaming, absolutely NO field trip to New York City.

HOWARD
I don't think you understand...

PRINCIPAL DRAKE
You're not getting outta Ohio. Rethink it. And Mrs. Olson, there's just no money for a musical this year.

The room goes silent. They stare at the Principal. This is so typical of her. Their expressions reveal it. Mr. Howard is ready to explode.

HOWARD
(under forced breath)
I'm sure the football team will get their new jerseys and new equipment...

Principal Drake is a woman of steel. She approaches Mr. Howard, unflinching. She's had it for the night.

PRINCIPAL DRAKE
Do you wanna go there, Mr. Howard? Cause I'll take you. This is a football town--let me remind you--and yes, they will get their new jerseys and kneepads and jock straps and anything else they want in the name of education because that is what the school board wants because that is what the parents of this town want. Understand? I am sorry but my frustrated hands are tied.

CONTINUED: (2)

Principal Drake's words are final. The others stare at her in defeat.

CUT TO:

EXT. JEFFERSON HIGH SCHOOL - ESTABLISHING - NIGHT - MINUTES LATER

The school is old and massive. An ageless tomb of red brick and tradition. A single light burns from within.

FRONT ENTRANCE

Principal Drake and the others exit the front doors. Drake stops to lock the two old wooden doors that comprise the entrance. Mrs. Olson waits for her while the others say their goodnights.

OLSON
But the drama club had their hearts set on ANYTHING GOES this year.

PRINCIPAL DRAKE
Maybe if they used the sets from last year's ARSENIC AND OLD LACE.

Mrs. Olson is not amused. Principal Drake slides a thick chain and padlock through the two door handles for extra security. She starts to lock it but stops...

PRINCIPAL DRAKE
Shit. I forgot my keys. I have to go back. I'll see you in the morning Mrs. Olson.

Mrs. Olson smiles, politely. Beaten. She heads down the front steps out of sight as Drake re-enters the building.

INT. SCHOOL ENTRANCE - SAME

The school is dark and still. Moonlight from paned windows create the only light. Drake walks a short distance down a corridor, moving to a darkened doorway, HUMMING to herself.

PRINCIPAL DRAKE
"..in olden days a glimpse of stocking was looked on as something shocking but now heaven knows..."

She moves inside the room. Streams of moonlight guide the way to...

INT. SCHOOL OFFICE - SAME

A typical school office. A long counter divides the room. Drake moves around it, passed a series of desks, to...

INT. PRINCIPAL'S OFFICE - SAME

Another darkened doorway. Drake enters it, hitting the light switch. A small and comfortable office.

She moves to the desk, lying dead center are the keys. She grabs them.

CLANK!

A loud RATTLING stops Principal Drake cold. It ECHOES through her office. She turns to the open doorway, moving back towards the...

OUTER OFFICE

where Drake stands a moment, listening. No one. Nothing. Pure silence. She reaches back into her office, keys in hand, and CLICKS off the light. The room goes dark as a...

HAND GRABS HER FROM BEHIND.

Drake spins around to find Coach Willis standing in front of her. His face hangs low, his eyes concentrated. He CLEARS his throat.

Drake hides any signs of being startled. It's not her way.

PRINCIPAL DRAKE
Coach Willis. How was practice?

He says nothing. He just stares at her. His face sweaty, his lips slightly parted...a bubble of spit emitting. Principal Drake attempts to move by him, but he stands in her path, blocking her exit.

COACH WILLIS
I need to show you something.

His words are a bit staggered, his tone slightly off. Disorientated. Drake eyes him skeptically.

PRINCIPAL DRAKE
Have you been drinking, Coach?

The coach shakes his head, moving to her, pressing against her. His face so close, she can feel his breath on her cheek.

CONTINUED:

PRINCIPAL DRAKE
What are you doing?

Drake pushes to get around him, but he maneuvers quickly, blocking her again.

PRINCIPAL DRAKE
Harassment has a fine line, Coach.
Haven't you read your employee handbook?

Coach Willis stares at her. Unblinking.

COACH WILLIS
Harassment. To irritate or torment persistently.

PRINCIPAL DRAKE
Sleep it off, Coach.

Drake squirms to get around him but he pushes her up against the door, overpowering her. Her eyes, for the first time, register fear. She shoves him but he has firm hold.

Coach Willis brings his mouth to Drake's, forcing her lips apart.

PRINCIPAL DRAKE
Oh God, Coach...no, don't do this.

Drake strains to free herself, pulling, prying. The Coach is too strong for her. Then, Drake rages...kneeing him. Hard. He reels over as she breaks free, bolting to the...

OUTER OFFICE

..dashing through, swerving around a desk just as the Coach catches up to her, grabbing her by the neck.

Drake doesn't miss a beat. Her hand, clutching the keys like a weapon, strikes out...digging them into his face. Keys rip skin as the Coach rears back, revealing two perfectly even cuts across his cheek.

INT. SCHOOL CORRIDOR - SAME

Drake rockets down the hall to the...

FRONT DOORS

She yanks on them, opening them about an inch. Looking down, she sees the chain has been refixed, the padlock secured.

CONTINUED:

She searches for her keys. Shit! They were lost in the struggle. She's trapped. Drake looks behind her. The Coach stands in the office doorway. Drake floors it, taking off, running down a corridor.

INT. CORRIDOR - SAME

The Principal comes upon another set of exit doors. They, too, are chained and padlocked. She BEATS on them madly, almost hysterical.

She floors it, moving further down the hall, deeper into the dark refines of the empty school.

INT. CLASSROOM - SAME

Drake races into a room. Dark and shadowed. The only light comes from the moon peering in through the windows that sit high in the wall along one side.

Drake goes for them. She climbs up on the ledge and reaches for the window when...

COACH WILLIS

appears behind her. She turns just in time to see him lunge for her. She rears back and kicks him hard with her foot, connecting to his face. He flies back, falling to the floor.

Drake jumps down from the ledge, sprawling across a desk. Drake eyes a pair of cutting scissors that sit in a bin on the desk. She grabs them up.

INT. CORRIDOR - SAME

Principal Drake flies down the corridor, towards the school office. Suddenly, she hears KNOCKING. She looks to the school entrance to see a FIGURE standing at the front doors.

PRINCIPAL DRAKE
HELPPPPMEEE!

Drake races toward the doors as little Mrs. Olson comes into view, peering through the door's glass window.

MRS. OLSON
(through the door)
I forgot my grade book...

PRINCIPAL DRAKE
Open the door! Please!

CONTINUED:

Drake throws herself against the door. It opens an inch, the chains holding it back.

PRINCIPAL DRAKE
Unlock the door, GODDAMMIT!

Mrs. Olson sees the terrified look on Drake's face. And the scissors in her hand.

MRS. OLSON
What is it?

PRINCIPAL DRAKE
It's Coach Willis. He attacked me.
Unlock the door. NOW.

Drake looks back down the corridor. It's empty. No sign of the coach.

MRS. OLSON
I don't have my keys.

PRINCIPAL DRAKE
Jesus...

MRS. OLSON
I'll go for help.

PRINCIPAL DRAKE
NO. Don't leave me.

The Principal's eyes have swelled with tears. Mrs. Olson has become terrified herself.

MRS. OLSON
Where are your keys?

Principal Drake looks back to the corridor, towards the office door, then back down the hallway. The Coach is nowhere to be seen.

PRINCIPAL DRAKE
In the office.

The Principal deliberates a moment. She's scared out of her mind.

PRINCIPAL DRAKE
I'm going to get the keys, Mrs. Olson,
please wait here for me.

The Principal speaks calmly, trying hard to take control of the situation.

CONTINUED: (2)

MRS. OLSON
Oh God, please, let me get help.

PRINCIPAL DRAKE
No, just talk to me. Okay?

The timid Mrs. Olson has been reduced to tears. She's petrified. She watches as Drake disappears into the darkness.

MRS. OLSON
I'm scared, Miss Drake, please be careful.

The Principal, armed with the scissors, inches down the hall towards the office door. She's literally petrified. Each step an eternity. She tries to hold a steady resolve.

INT. SCHOOL OFFICE - SAME

Drake enters, her eyes scouring the room. The Coach could be anywhere. She moves around the counter.

PRINCIPAL DRAKE
(barely a tune)
"..the world has gone mad today, good's bad today..."

She sees the keys lying in the office doorway. She grabs them, taking off, flying back to the...

INT. CORRIDOR

Drake races out the office door when she hears...

MRS. OLSON
Miss Drake! He's coming!

Drake looks to Mrs. Olson then back down the corridor where...

COACH WILLIS

stands, his silhouette framed in broken moonlight. Drake stands still, her feet frozen. A moment as their eyes seem to meet. A stand off. But then the Coach takes a step which sends Drake orbiting.

MRS. OLSON
Hurry!

Drake tears down the hall to the front doors as the Coach chases after her. It's a race now.

(CONTINUED)

CONTINUED:

Drake reaches the front door with her ring of keys. She fumbles with them. Mrs. Olson BEATS on the door.

MRS. OLSON
Hurry, Miss Drake, hurry.

Drake looks back to see him charging for her. She holds both keys and scissors. She panics, dropping the keys.

MRS. OLSON
NOOOO...

Drake scrambles for the keys. Grabs them, looks back to see...

COACH WILLIS

nearly on her. Drake finds the right key, sliding it in the lock. It turns...falls open. She yanks on the chain, sliding it through the steel handles, throws the door open as the Coach reaches out...

Drake slides through the doors, then SLAMS it shut behind her.

PRINCIPAL DRAKE
Help me!

Mrs. Olson takes her cue. She throws herself against the door while Principal Drake drags the chain back through the handles. She hooks the padlock just as...

BAM!

The Coach RAMS against the door. The lock holds, trapping him in. Coach Willis BEATS against it wildly. Through the glass, his eyes meet Drake's. Pure evil. Drake smiles, throwing the scissors to the ground. The victor.

PRINCIPAL DRAKE
You prick.

Then, she turns to little Mrs. Olson who stands wide-eyed. Principal Drake smiles, relieved...until...

MRS. OLSON LUNGES AT HER. Her face wickedly evil. In her hands, she holds the long cutting shears. They strike fast and furious, ripping into Drake's neck, slicing the life out of her.

BLACKOUT!

From out of nowhere, words burn into the screen...

CONTINUED: (2)

"THE FACULTY"

A thundering...

FADE TO:

EXT. JEFFERSON HIGH SCHOOL - MORNING

ROLL MAIN CREDITS

The morning sun is already in full force, beating down on a picturesque small town school. The perfect representation of everything good and true in Midwest small town life.

A sign sits in front.

"WELCOME TO JEFFERSON HIGH! HOME OF THE FIGHTING PATRIOTS!"

STUDENTS are everywhere...coming, going--racing across campus. Music ROCKS from every direction as the CAMERA is assaulted by the students of Jefferson High.

A school bus pulls up and STUDENTS file out. A young boy, PACEY, emerges. Almost fifteen. Cute but still in the gawky stage. The kind of guy who watches his feet when he walks. He eyes the school. A look of pure dread splashes across his face when...

BAM!

Out of nowhere, an elbow comes flying back into his face, nearly splintering his nose. He SLAMS back against the side of the bus.

Blood pours as the timid Pacey takes a deep breath, resigning himself to his all too familiar role of school wuss.

A girl, 17, an elevated slacker type, dressed in NY Village black witnesses the incident. This is STOKELY. An unapproachable cynic. She eyes Pacey and his bloody nose.

STOKELY
(muttering)
Crash and burn, baby...

She travels on, her eyes going to the student parking lot where a two car fenderbender has caused a fist fight between TWO GIRLS. They claw at each other. Stokely, watching the spectacle, and not where she's going, runs DEAD SMACK into...

STAN

CONTINUED:

An incredibly handsome-studly-jock-JFK Jr. in the making-type of guy. He grabs hold of Stokely to keep her from falling over.

STAN
Whoa. You okay?

He leans into her, his blue ocean eyes piercing Stokely. She yanks away violently.

STOKELY
Walk much?

Stokely stampers off as the CAMERA HOLDS on Stan, his face confused.

STAN
You ran into me--Beast.

He takes off, passing a BADASS SENIOR who's revealing a small hand gun to a coupla FRESHMAN. They smile, impressed. Stan spots someone across the way. The CAMERA FOLLOWS as he comes upon...

A vivacious, sexy, perky, frivolous, beauty queen, cheerleader of a girl. This is DELILAH. She stands, with pen and pad in hand, talking to a FAT GUY with a tuba.

STAN
Hey Delilah.

Stan tries to give her a kiss. She jerks away wildly, her hand protecting her lips.

DELILAH
Max fucking Factor. Do you mind? I'm working.

STAN
I need to talk to you.

DELILAH
Not now you don't. I have a deadline.

She turns her back to Stan who shrugs, marching on, his eyes going to a young FRESHMAN who's getting racked in the balls by an UPPER CLASSMAN. The boy falls over in pain. It's Pacey. The CAMERA FOLLOWS...

A pretty young girl who walks by. Meet MARYBETH. A vision of sweet sixteen, southern debutante loveliness. Gorgeous with lots of hair that surrounds eyes full of spunk and fire. She stops a passing TATTOOED PIERCED GIRL.

CONTINUED: (2)

MARYBETH
Excuse me. Could you point me toward the office? This is my first day here at Jefferson and it seems my sense of direction has been obscured by my rampant nervousness.

Marybeth's accent is 100% Georgia thick. It pours from her lips. The tattooed pierced girl stares dead pan and points.

MARYBETH
Thank you ever so. Name's Marybeth. Marybeth Louise Hutchinson if you want the whole damn handle.

Marybeth takes off, charging into the school building, her wide-eyes taking in everything. A TEEN COUPLE BICKER down the hall.

BOY
Fuck you!

GIRL
No, fuck you!

The girl reaches over and SLAPS the boy. The boy doesn't miss a beat. He SLAPS her back. But she's ready...she SLAPS him back harder. Marybeth turns down another corridor, passing STUDENTS, TEACHERS...her eyes wander to...

A tall leather clad guy with hellish good looks. This is ZEKE. A second year senior. Troubled and aware. He stands in a circle of YOUNG TWERPS. The CAMERA loses Marybeth and follows Zeke as he leads the twerps into the boy's bathroom.

Inside, he pulls a small Bic pen from his pocket, only the ink has been removed. It contains another substance.

ZEKE
Five bucks a pop.

The twerps pull their money out as Zeke hands over several Bic pens. The twerps, grab them, holding them up to their nostrils, SNORTING LOUDLY.

The pen's contents, a hack drug, takes hold of them quickly as they all start tweakin'. Zeke pockets the cash, smiling as the CAMERA RISES UP AND OVER a bathroom stall to reveal...

Pacey, cowering alone in the stall, stuffing toilet paper up his bloody nose. The CAMERA moves in close to find tears streaming down his face as he silently cries.

CONTINUED: (3)

Welcome to Jefferson High.

END TITLE SEQUENCE.

INT. CLOSED DOOR - MORNING

Students come and go around a door marked FACULTY LOUNGE

CUT TO:

INT. FACULTY LOUNGE - SAME

A large and spacious room. A long conference table sits center with a couch area off to the side next to a refrigerator.

An assortment of TEACHERS move about the space, talking, smoking and BITCHING. Coach Willis is at the water cooler downing water.

A sexy but timid 30something teacher appears at the refrigerator next to him. This is MISS HARPER.

COACH WILLIS
Mornin' Miss Harper.

Miss Harper places her lunch in the fridge, smiling, shying away quickly.

MR. FURLONG, 40's, moves into the room. His face boringly eccentric.

MR. FURLONG
Has anyone seen Principal Drake this morning?

A stodgy old man in his fifties is at the coffee machine. He mixes his coffee with liquor from a flask. No one pays it any mind. Meet MR. TATE.

MR. TATE
Car accident. Early coronary. Any bets?

Just then, Mrs. Olson steps into the room. Her eyes go immediately to Coach Willis, pleased to see him.

COACH WILLIS
Good morning, Mrs. Olson.

Mrs. Olson lights up the room with her smile.

MRS. OLSON
Coach Willis.

CONTINUED:

CUT TO:

INT. SCHOOL CORRIDOR - SECONDS LATER

THE BELL RINGS. STUDENTS make their way to class. Pacey rockets down the hallway and into the school office.

INT. SCHOOL OFFICE - SAME

Teachers and students engage in the usual morning business. MaryBeth is at the counter, talking to the OFFICE SECRETARY.

MARYBETH
I'm Marybeth. Marybeth Louise Hutchinson of Atlanta.

The CAMERA PANS to Pacey as he knocks on an open office door. At a desk, sits a young teacher in his thirties. A friendly but serious man. This is MR. GREENBERG.

PACEY
You wanted to see me, Mr. Greenberg.

MR. GREENBERG
Yes, come in, please, close the door.

Pacey closes the door. On the door reads SCHOOL COUNSELOR.

INT. MR. GREENBERG'S OFFICE - SAME

Those annoying "You can do anything" posters adorn the walls. Pacey takes a seat.

MR. GREENBERG
How you doing, Pace?

PACEY
Good...good.

MR. GREENBERG
What happened to your nose?

PACEY
Whaddya think?

MR. GREENBERG
I know some of the kids give you a hard time.

PACEY
A hard time? That is so under accurate, Mr. Greenberg.

CONTINUED:

MR. GREENBERG
But now your grades have started to slip.

PACEY
I'll do better. I promise.

Mr. Greenberg is skeptical but kind. Their's a warmth about this man. He wants to help.

MR. GREENBERG
If there's anything you want to talk about, feel free to purge...

PACEY
I'm really trying, Mr. Greenberg. Okay? You told me to get involved. Get to know people. I'm involved. I joined things. I'm miserable, okay? Can we just leave it?

MR. GREENBERG
I wanna help you.

PACEY
Then accept my fate. I have. There's one of me in every school. I was born with this big forehead L and that's just the way it is. I'm comedy hour around here.

MR. GREENBERG
But you don't have to be.

PACEY
I give people something to laugh at. I'm that kid that Stephen King always writes about. I relieve other people's fears.

MR. GREENBERG
What are you talking about?

PACEY
People need something to laugh at. I'm needed here.

MR. GREENBERG
I don't buy that.

Silence.

PACEY
You don't have to.

CONTINUED: (2)

Pacey's face is unflinching. Mr. Greenberg really feels for this kid.

CUT TO:

INT. MR. TATE'S CLASS - SAME

Mr. Tate sits at his desk sipping his fourth cup of coffee, addressing the class.

MR. TATE
If everyone will turn to chaper 4. Hitler's reign of terror.

Stan's hand goes up.

STAN
Actually, we finished 4, Mr. Tate, we're on Chapter 5.

In the back of the room, Stokely sits, pretending to read a paperback. Her eyes are really on Stan who she watches flip through his text book. After a moment, she becomes aware that she's being watched herself, by none other than...

Marybeth who is seated next to her. And not just watched but studied. Stokely is becoming increasingly uncomfortable. Another moment and then Stokely turns on her.

STOKELY
(loud whisper)
CAN-I-HELP-YOU?

Marybeth smiles brightly.

MARYBETH
Whatcha reading?
(strains to read Stoke's book cover)
DOUBLE PLANETS. Robert Heinlen. Hmmm.

Stokely doesn't respond. She puts the book away quickly.. She turns back to the front of the room. Marybeth wiggles to get her attention.

MARYBETH
I'm Marybeth Louise Hutchinson of Atlanta. I'm new here.

STOKELY
Okay.

CONTINUED:

MARYBETH
What's your name?

STOKELY
You don't need to know that.

Stokely turns from Marybeth. Contact is over. Marybeth is perplexed. And intrigued.

CUT TO:

INT. CLASSROOM - LITTLE LATER

The pristine Miss Harper stands in front of the room, her arms crossed over her huge breasts. She holds a book.

MISS HARPER
..so Crusoe's greatest fear was that of isolation. His external existence in no way compared to the internal agony of loneliness...

Zeke sits studly in the front row. No doubt to be closer to the saliva inducing Miss Harper. He gives her a seductive wink. Miss Harper looks away. Stunned.

Just then, the BELL RINGS. The class starts to disperse. Zeke stands and approaches Miss Harper.

ZEKE
I wouldn't wanna be Crusoe, Miss Harper.

MISS HARPER
Why is that Zeke?

ZEKE
All alone on that island. No one to talk to. Laugh with. No one to touch.

HARPER
But Crusoe found a way to fulfill himself inside--even in madness.

Zeke moves in close to Miss Harper. His stare pierces her.

ZEKE
I just wouldn't want to live without a body next to me. How 'bout you?

Miss Harper is suddenly uncomfortable. She shys away.

MISS HARPER
Well..I....I...

CONTINUED:

ZEKE
Tell you what, Miss Harper, don't you answer that. Just think about it.

Zeke saunters off as Miss Harper stands flustered, wishing she could handle certain situations better.

CUT TO:

EXT. STUDENT COMMONS AREA - LUNCH

A late fall breeze blows through a courtyard of outdoor tables where students eat lunch and congregate.

Mr. Greenberg passes by Mrs. Burke. A frail and delicate woman in her 50's.

MR. GREENBERG
Have you seen Principal Drake?

MRS. BURKE
No one has. She must be out sick today.

Pacey passes by. A young girl, big and frumpy, stops him. This is MOLLY. She appears overly nervous. Tortured even.

MOLLY
Hey, Pacey.

PACEY
Molly. What's up?

MOLLY
You going to the game tomorrow night? We're playing Brun County. Should be a good one.

PACEY
Nah, I don't interact well at those high school functions but...

DELILAH whizzes by, grabbing Pacey and yanking him away.

DELILAH
Where have you been?

PACEY
I...

DELILAH
Look, you Tarantino video geek, I'm giving you a huge opportunity. Don't fuck with it.

(CONTINUED)

CONTINUED:

PACEY
Okay...okay...

DELILAH
I need you after school. Find me. Bring your camera.

And she's gone, racing across campus. Pacey turns and finds a FIGURE towering over him. It's Zeke.

ZEKE
Hey, shit bubble, what's up?

Pacey tries to remain calm.

PACEY
How's it going, Zeke?

ZEKE
I need a favor. See those three girls over there?

Pacey doesn't like the sound of this. He looks across the way at three GABBING GIRLS. Zeke puts his arm around Pacey affectionately.

PACEY
What about 'em?

ZEKE
If you look close, the one in the middle isn't wearing a bra. Here's what I want you to do. Suppress every homosexual tendency in your body and go over there and rip the girl's shirt off and expose her breasts.

Pacey smirks.

PACEY
Yeah right.

Zeke rears back and SLAMS Pacey, knocking the wind out of him. Then cozies up to him again.

ZEKE
Don't do this, Pacey--you know I'm a second year senior with this classic "apply myself" issue--despite extremely high SAT scores.

PACEY
I know, Zeke.

CONTINUED: (2)

ZEKE
Also I revel in a big fish-little pond scenario, and for various other psychological reasons that deal mainly with mom and dad--I'll probably elect a third year. Which means, for you--listen up--that I will spend each and every day of this year and next torturing you endlessly in a very slow subtle fashion which is completely unnecessary if you would simply walk over there and give us some tits.

Pacey is completely petrified of this guy.

PACEY
Come on, man, I can't do that. Don't make me.

Zeke grabs hold of Pacey's neck and begins to squeeze the life from it.

ZEKE
I'm not making you do anything. It's all about choices.

PACEY
(choking)
Okay...okay...

Zeke releases him, he nearly falls down, GASPING for air. He straightens himself up, looking about him. Molly has been watching. She eyes him, shaking her head, "Don't do it."

Pacey is beyond humiliation. He takes off, breaking through the crowd, heading over toward the three gabbing girls.

Pacey, moves behind the three girls, diving for the middle one and with one hand grabs hold of her blouse and RIPS.

The shirt comes flying off. Two bouncy breasts appear in full campus view. The young girl shields herself in shock as Pacey takes off running with the shirt.

Zeke HOLLERS GLEEFULLY.

ZEKE
YESSS!

CUT TO:

EXT. SCHOOL COURTYARD - SAME

Off in a corner, a GROUP OF STUDENTS chill, smoking cigarettes. Off alone, sits Stokely on a ledge smoking a cigarette and reading her book. She cringes to see Marybeth approaching.

MARYBETH
Mind if I join you?

Silence. Total ignorance. Marybeth takes a seat anyway. A moment as they both sit. Marybeth looks around. The "fuck you" couple are nearby, going at it in full force. Marybeth spots Zeke a little ways down talking secretively to another classmate. She notices Stokely is watching him too.

MARYBETH
Who's the nice rear?

STOKELY
Zeke. He's the class pharmacist.

They watch as Zeke makes a business transaction. Marybeth picks up Stokely's paperback.

MARYBETH
You one of those science fiction people? You believe in alternate universes and alien beings and stuff? I'm feeling pretty alien myself today.

Stokely isn't talking. In fact, she's moving. She gathers her things.

MARYBETH
So why don't you want me to know your name?

STOKELY
Why do you want to know my name?

MARYBETH
I don't have any friends and, correct me if I'm wrong, but you seem to have one less than that so I just thought...

Stokely doesn't know what to make of this girl. Just then, Delilah appears. All smiles.

DELILAH
Hi Stokely, are you seducing the new students again?
(to Marybeth)
(MORE)

CONTINUED:

DELILAH (cont'd)
Hi, I'm Delilah, happy to have you at Jefferson. Oh, Stokely, love the way you accessorize the different shades of black in your ensembalage.

STOKELY
Fuck you, gutter slut.

Delilah doesn't flinch. She flashes Stokely a covergirl smile.

DELILAH
I don't know why you insist on being such a bad example for your people.

Marybeth goes numb.

MARYBETH
What people?

DELILAH
(to Marybeth)
I hope you're not a violent lesbian like your newfound friend here?

MARYBETH
(completely flustered)
Uhhhh...no, I'm not aware of any lesbianism in my lineage...

STOKELY
(to Delilah)
You bipolar bitch.

Stokely shoves Delilah, charging passed her, out of sight.

CUT TO:

EXT. FOOTBALL FIELD - MINUTES LATER

The football field sits deserted and barren. A second look reveals a lone FIGURE walking along the bleachers. It's Pacey--killing time, hiding out. He moves to the bleacher's edge, swinging through the railing onto the ground.

FEET HIT DIRT as Pacey tumbles over. He sits up, reaches for his book bag when he spots something nearby.

ON THE GROUND, sticking out of the dirt is a small, rounded substance. Pacey inspects it. A very odd sort of matter. It resembles a dead worm. Dry and hard, around three inches in length. Pacey flicks it with his forefinger. It lies crumpled and dead. Harmless enough.

CONTINUED:

Pacey picks it up, bringing it close to his face. He's never seen anything like it before. He unzips his book bag and drops it in, heading back towards the school building.

CUT TO:

EXT. SCHOOL CORRIDOR - SECONDS LATER

Lunch is still in progress as Stokely races down the near empty hallway. She's out of breath and out of sorts. She stops at a water fountain and takes a sip, catching her reflection in the clean mirrorish steel.

She wipes at her face. Her looks clearly disturb her. She rests against a locker directly across from an open doorway revealing...

MRS. BRUMMEL'S CLASSROOM.

Alone at her desk, is Mrs. Brummel, mid 80's, near death, eating her lunch quietly. Stokely watches as Coach Willis appears in the doorway.

COACH WILLIS
Mrs. Brummel, may I have a word with you?

Mrs. Brummel looks up with a smile. She's pleased to have company.

MRS. BRUMMEL
Certainly.

The Coach moves into the room, turning to see Stokely standing across the hall. Their eyes meet. A moment. And then the Coach quietly shuts the door.

Stoke backs down the hall staring at the closed door. Curious. She doesn't see the FIGURE that looms behind her. She runs into...

STAN...again.

STAN
Whoa!

She yanks away.

STOKELY
Get an eye dog.

STAN
You're a work, man.

CONTINUED:

Stan's eyes find hers. He smiles. His stare makes her uncomfortable. She scurries off.

CUT TO:

INT. BIOLOGY LAB - LITTLE LATER

A big room with many work stations. Just before the bell. The room is filling up.

Stokely is in the back of the room. Marybeth appears by her side.

MARYBETH
Wanna be lab partners?

Stokely just accepts it. There's no other takers.

MARYBETH
I didn't know you were a lesbian. I don't think I've ever met one before. I'm from the south and we're all just so repressed down there. Have you been out long?

Stokely remains quiet.

MARYBETH
It's very impressive and evolved of you.

STOKELY
(exploding)
I'm not a lesbian, alright.

MARYBETH
Oh, be one. Please. Fly free.

STOKELY
You were right about me, okay. I don't have any friends and I like it that way. Being a lesbian is my security.

MARYBETH
Against what?

STOKELY
People like you.

MARYBETH
Complex.

AT THE FRONT OF THE ROOM

CONTINUED:

Pacey is showing Mr. Furlong what he found on the football field. He lays it out on the lab table. Others gather around.

PACEY
I've never seen one before. I thought you might like it.

Mr. Furlong is instantly intrigued. He immediately sets it up on a lab cork board and inspects it.

PACEY
It's some kind of worm...

FURLONG
Well, not exactly. It appears to be more parasitic. Of the protozoa family maybe.

Mr. Furlong is stumped. But fascinated. His excitement grows. He points to a STUDENT.

FURLONG
Pass me the scope there.

THE BELL RINGS. The remainder of the class wanders in. Including Zeke. Marybeth eyes him instantly.

CUT TO:

THE WORM - MINUTES LATER

The entire class has gathered around the table while Mr. Furlong examines Pacey's find.

FURLONG
A certain mesozoan only occurs in the kidney of certain octopuses and squids which wouldn't make sense because...

PACEY
This is Ohio.

FURLONG
Correct. It's a pelagic organism...

STUDENT
What's pelagic?

ZEKE
(from the back of the room)
A sea dwelling organism.

Marybeth turns to Zeke, surprised by his knowledge.

(CONTINUED)

CONTINUED: (2)

FURLONG
EASY.

Stokely shoves the obnoxious student who falls into the table, spilling a cup of water acrossed it, splashing the worm-like organism, dousing it. Suddenly...

THE WORM CURLS

Several students GASP as the organism begins to spiral and then retracts on its own. Very much alive.

MARYBETH
Did you see that?

PACEY
It moved.

Mr. Furlong eyes it.

FURLONG
Well, well, well...

CUT TO:

A WATER FILLED AQUARIUM - A MINUTE LATER

The class stands around it as Mr. Furlong holds the cork mat with the organism above it.

ZEKE
You think it's amphibian?

FURLONG
Water resusitated it.

PACEY
But couldn't this kill it?

STUDENT
Yeah, you don't wanna drown it. That's cold, dude.

Mr. Furlong drops it into the aquarium. A moment as it begins to sink to the bottom. But midway it stops. Slowly, it begins to balloon out, swelling slightly.

CLOSE ON THE ORGANISM

Through the glass, the creature seems to bubble as it sprouts tiny, thin-like feelers that spread around it quickly. The feelers shoot out attaching themselves to one side of the glass. Then pulls the worm towards it in a lightning move.

(CONTINUED)

CONTINUED:

Many SCREAM as the entire class steps back. LAUGHTER follows as everyone's nerves get raised.

FURLONG
It's okay..it's okay.

But Furlong himself is even unnerved. He pulls a thin latex glove onto one hand.

STUDENT
What are you doing?

FURLONG
It's surface texture seems to have changed. I wanna feel it.

STUDENT
(under his breath)
Fuckin' nuts.

MARYBETH
You sure that's a good idea.

STUDENT
It sure is thirsty.

The water level in the aquarium has dropped dramatically.

Mr. Furlong snaps the glove tight and then places his hand at the aquarium opening. He, too, is a little hesitant.

INSIDE THE AQUARIUM

The feelers whip about, growing longer and longer around the worm. The water no longer looks clear. Mr. Furlong dips his hand into it, moving it down.

The class watches...breathless.

Furlong's hand moves down, through the web of feelers. He moves to the worm, taking it between his thumb and forefinger, squeezing it. Unexpectedly, it separates, dividing in two. Both sections, sensing harm, dart to different ends of the aquarium.

Every eye in the room is on the aqaurium. Pure silence. Mr. Furlong is completely bewildered.

FURLONG
It can replicate. Jesus.

CONTINUED: (2)

ZEKE
Is it whole or just part? Could it be a cell or DNA of something else?

FURLONG
You mean a parent organism?

Furlong eyes Zeke. Just then, one of the worms spews forth, right at Furlong's hand. It attaches itself to it.

MARYBETH
Watch out!

Furlong SCREAMS IN PAIN, looking down to see the worm attack him. He shakes it loose, pulling his hand from the aquarium. One of his fingers is covered in blood where the glove and skin have been ripped away. The class freaks.

FURLONG
I'm okay. It's alright.

Furlong checks out his finger. A considerable break in the skin.

PACEY
It has teeth? Where did it get teeth?

FURLONG
No, no, it must be silica.

ZEKE
But there's no endoskeleton.

PACEY
Did you see the way it attacked? It was waiting until you weren't looking.

Mr. Furlong looks to Pacey. In fact, the whole class does.

FURLONG
I'm gonna call the university.

CUT TO:

INT. SCHOOL ATHLETIC CENTER - LITTLE LATER

A huge Olympic swimming pool takes up the entire room. Physical Ed. is in progress as a group of boy's race in lanes. The coach BLOWS his whistle.

COACH WILLIS
(yelling)
Hit the showers!

(CONTINUED)

CONTINUED:

Stan, dripping wet, stands next to Coach Willis.

STAN
..I've just been thinking ahead...well, I've decided to quit the team and concentrate on my academics.

Stan takes a deep breath, eyeing the coach. A moment as the pre-occupied Coach realizes that Stan has finished talking and it's now his turn.

COACH WILLIS
Okay..well, Stan, we'll miss you.

The Coach BLOWS the whistle again, motioning to someone.

STAN
That's it?

COACH WILLIS
What do you want me to say? My star quarter tells me the day before we play Brun County--the only team in the district that can kick our ass--he doesn't wanna play. There's something up with that. You must be so fuckin scared you can't handle the mental pressure or you're just a marble-filled stupid ass. Either way, I don't need you. I'll win without you.

Stan is amazed at how well the Coach is taking it. This is not the expected reaction.

STAN
Thanks for not reaming me, Coach.

COACH WILLIS
Hey, I saw your last report card, son. Good luck with the brain surgery.

CUT TO:

INT. LOCKER ROOM - TWO MINUTES LATER

Your typical locker room. Stan is at his locker, stripping. The others guys have already finished up. They pass Stan as they exit.

STUDENT
(in passing)
Yo, Stan, tomorrow night.

CONTINUED:

STUDENT #2
We draw blood.

Stan gives the guys a high five. He doesn't have the nerve to tell them.

Stan grabs a towel and heads for the shower. Alone, he turns on the water and hops under it. Steam rises as Stan quickly rinses. With his eyes closed, he doesn't see the SHADOW that bounces across his face.

CLOSE ON TWO FEET as they move onto the shower floor. Women's feet in heels. They struggle out of the shoes. Barefoot, the feet appear aged and weathered.

Stan rinses soap from his face, opening his eyes to discover...

MRS. BRUMMEL

standing in the middle of the shower, her face contorted in a bizarre expression. Almost trance-like.

Stan freaks, reaching for his towel.

STAN
Shit, Mrs. Brummel!

The old and tired Mrs. Brummel is struggling with her dress. She pulls on it wildly, trying to rip it from her body.

Stan watches in horror. She seems completely lost, disoriented...out of sorts.

STAN
Mrs. Brummel. Are you okay?

Mrs. Brummel moves under a shower head, letting the water soak her.

MRS. BRUMMEL
Please...help me...I can't breathe...

Stan moves toward her.

STAN
What's wrong, Mrs. Brummel?

She grabs hold of him, pulling him to her, holding him for dear life. Stan is taken back. Unsure of what to do, he wraps his arms around her, comforting her.

CONTINUED: (2)

MRS. BRUMMEL
(a whisper in his ear)
I don't know what's happening.

Stan reaches down and pats her head gently when...

PART OF HER SCALP GIVES WAY.

Hair and skin peel from her head as if she were shedding. He stares at the glob in his hand. His face aghast.

CUT TO:

EXT. JEFFERSON HIGH - LATER

THE BELL RINGS. School's out as students come barreling out the doors of Jefferson High.

INT. CORRIDOR - LATER

Stan is in the hallway talking to Mrs. Olson. Delilah is seen marching up behind him.

STAN
Is Mrs. Brummel going to be okay?

OLSON
She'll be fine. She's just needs her rest. I'll keep you posted. And thank you, Stan--for your help.

Mrs. Olson takes off as Delilah unleashes.

DELILAH
Is it true?

STAN
Yeah, Brummel did a Demi in the shower. Started strippin.

DELILAH
What are you talking about?

STAN
Mrs. Brummel. What are <u>you</u> talking about?

DELILAH
Did you quit the team or not?

Uh-oh. She already knows. And she's pissed.

CONTINUED:

STAN
Hey, I tried to tell you this morning.

DELILAH
So you just decided on your own? Were you even going to tell me?

STAN
I don't wanna play anymore, okay. Look, I gotta go. Something happened to Mrs. Brummel today.

Stan starts off but Delilah stops him.

DELILAH
Don't diffuse. One thing at a time. We're a couple--you and me. We should discuss these things first. You know how controlling I am.

STAN
I've had a really weird day. I just don't wanna play anymore, alright? Just leave it.

Stan is near tears. It's very unexpected. Delilah has never seen him like this before. But it doesn't even phase her.

DELILAH
But you have nothing else. Don't you get it? Your boyish good looks and athletic prowess are all you have.

This hits Stan hard. He stares at her in complete disbelief.

STAN
I thought...

DELILAH
Stop thinking. It's not working for you.

And with that, Delilah storms off, leaving Stan crushed.

CUT TO:

INT. SCHOOL CORRIDOR - MINUTES LATER

The hallways have cleared out. Delilah leads Pacey down an empty corridor. He fusses with the camera around his neck.

DELILAH
I need a lead story. I have no page one.

CONTINUED:

PACEY
We think we found a new phylum in Biology.

DELILAH
A what?

PACEY
A new species.

DELILAH
Who gives a rat's ass? I want dirt.

They come to a door marked FACULTY LOUNGE.

PACEY
We can't go in there.

DELILAH
Look, little freakboy, you're with me now--be brave.

INT. FACULTY LOUNGE - SAME

The lounge is empty. Several loud KNOCKS are heard. Then the door squeaks open and Delilah sticks her head in. The coast is clear. She pushes Pacey through the door and they enter.

PACEY
What are we looking for?

DELILAH
Anything.

Delilah immediately starts nosing around. She checks out the faculty mailboxes, opens drawers, cabinets. Finds a purse or two.

DELILAH
Miss Burke is medicated.

Delilah is reading a prescription drug she's found in a purse. Pacey pushes open a supply closet and peruses it. He holds up an empty liquor bottle.

DELILAH
(eyeing it)
I exposed Mr. Tate's alcoholism last year. Nobody cares.

There's a noise at the door. Delilah and Pacey freak. They dive for the closet, closing the door behind them...leaving a slight crack.

CONTINUED:

INSIDE THE CLOSET

Delilah and Pacey peek to see Mrs. Olson enter the lounge with Coach Willis. They appear sweaty and dehydrated. They move to the water cooler.

IN THE LOUNGE

The Coach and Mrs. Olson move silently. Coach Willis pours water from the cooler and hands it to Mrs. Olson. She splashes it on her face.

IN THE CLOSET.

Delilah can't quite see. She gets bold, pushing the door open further to Pacey's frantic objections.

BACK IN THE LOUNGE

Miss Burke enters the room, smiling at the Coach and Mrs. Olson.

MISS BURKE
Hey, Coach, is it true we could get rained out tomorrow night?

The Coach and Mrs. Olson eye each other as Miss Burke moves across the room to retrieve her purse. Then, the Coach turns to Miss Burke, a smile appearing across his face.

COACH WILLIS
It'll never happen, Miss Burke.

The Coach moves toward her with Mrs. Olson circling the center table, coming up behind her.

MISS BURKE
Not according to channel 12.

INSIDE THE CLOSET

Delilah and Pacey watch through the crack as Mrs. Olson passes right by the closet, moving in on Miss Burke.

BACK IN THE LOUNGE

Miss Burke turns to find Mrs. Olson right in her face. She's confused. Her timid body fidgets as she inches away from her, towards the closet.

MISS BURKE
Is something wrong?

CONTINUED: (2)

Suddenly, the Coach LUNGES FOR HER, attacking her, throwing her against the closet door.

INSIDE THE CLOSET

The door SLAMS shut. It's impact startling Delilah. She goes flying back against the back closet wall. She trips, dropping hard to the floor coming face to face with...

MRS. BRUMMEL

Very much dead, sitting, propped upright in the corner of the closet. Her body stiff and pale. Depleted. Delilah LEAPS up in terror as Pacey grabs her, throwing his hands over her mouth, stifling her scream. But Del's hysterical, she fights him. Just then...

CRASH! BOOM!

From beyond the door, a struggle is heard as Miss Burke CRIES OUT.

BACK IN THE LOUNGE

Coach Willis has thrown Miss Burke to the floor. Mrs. Olson moves with exact precision, grabbing Burke's arms, pinning them down while Willis climbs on top of her, straddling her.

IN THE CLOSET

Delilah is crazed, she fights Pacey, trying to break free. She pushes Pacey against a shelf. Supplies start to shift as the shelf upturns. Pacey grabs at it, stabilizing it, so as not to make noise.

BACK IN THE LOUNGE

Mrs. Olson sits up, certain she's heard something.

IN THE CLOSET

Pacey and Del drop to the floor. Pacey SSSHHHES her. They're both scared beyond belief, just inches from Brummel's lifeless corpse. They hear the struggle continue beyond the door.

BACK IN THE LOUNGE

Miss Burke, shocked and stunned, is fighting back. KICKING and WRITHING underneath the Coach's strong body. Mrs. Olson turns her attention back to Burke as Coach Willis bends over Burke's petrified face, bringing his open mouth down to hers.

CONTINUED: (3)

IN THE CLOSET

Pacey and Del, frozen still, listen as Miss Burke's struggle comes to an end. All goes quiet. A deadly silence. Then...

TAP! TAP!

Two pencils fall down on Pacey. He looks up to see a large box of pencils overturned on its side. They're slowly dislodging. Pacey's eyes widen...oh shit! A pencil breaks free, rolling from the box and over the edge of the shelf, falling down.

Pacey reaches out, grabbing it, before it can hit the floor and make noise. Delilah sees what's happening as another pencil falls. Pacey, frantic, reaches out, catches it, but another comes fast behind it. He can't keep up with them. Delilah tries to help as the pencils begin to rain down.

BACK IN THE LOUNGE

Willis and Olson are dragging Burke's body to the faculty couch that lines the wall. They lay her down on it. Her body unmoving, deadly still.

IN THE CLOSET

Pacey stands up, reaching for the box of pencils as they give way. Dozens of pencils come CRASHING down on top of them, SPLATTERING to the floor. The noise undeniable. Pacey and Del cringe.

BACK IN THE LOUNGE

Olson and Willis turn in unison toward the closet...then to each other. Their faces expressionless. They move to the door, Willis reaching it first. He rips it opens...

BAM!

He's assaulted with the end of a long broom. It comes BLASTING out at him, catching him in the gut. He bellies over as Pacey and Del rocket from the closet. Del SMACKS Mrs. Olson, sending her sprawling.

PACEY
RUN!!

But Delilah needs no incentive. She flies towards the door, Pacey right behind her as Willis and Olson recover, unaffected. Delilah reaches for the doorknob when...

A HAND GRABS HOLD OF HER

CONTINUED: (4)

She SCREAMS, looking down to see Miss Burke sitting upright. Her eyes wide, her face blank and cold. Pacey appears, shoving Burke backwards, pulling Del free. They throw open the door and take off.

INT. CORRIDOR - SAME

A long, empty corridor. The lights are off. It's dark and shadowed. Del and Pacey tear down it, slipping on the slick floor. They skid around a corner, racing to an exit door. It's locked and chained. Delilah POUNDS on it.

DELILAH
What the fuck is going on?

PACEY
Quick!

They continue on, shooting down the hall. Pacey looks behind them. No one. Nothing.

They continue on rounding a corner, running dead smack into...

PRINCIPAL DRAKE

who is very much alive. She towers over them.

PRINCIPAL DRAKE
What's going on here?

Delilah WAILS.

DELILAH
Miss Drake...please..you've got to help us. They're after us...they killed Mrs. Brummel...

Delilah is too frightened to be articulate. Principal Drake stares at them. Cool and calculated.

PRINCIPAL DRAKE
Who killed who?

DELILAH
Coach Willis...

PACEY
..and Mrs. Olson.

Suddenly, a NOISE behind them. They turn to see Mr. Tate approach.

CONTINUED:

TATE
What's going on?

PACEY
Ask Miss Burke, she'll tell you. They attacked her.

Delilah turns back to Principal Drake to discover Coach Willis and Mrs. Olson now stand behind her, silently.

It quickly becomes clear to Del and Pacey, they're trapped. The faculty begins to move in on them, circling them.

Delilah, in survival mode, grabs Pacey by the arm and yanks him through a side door, into a classroom. The Coach dives for them...

INT. CLASSROOM - SAME

A long narrow room. Delilah and Pacey rocket through the room and out it's back door which brings them right back into...

INT. CORRIDOR - SAME

Only now they're further down the hall, behind the faculty, who turn, spotting them quickly. Del and Pacey bolt just as...

COACH WILLIS BARRELS through the classroom door, plowing into Pacey, sending him down. Delilah stops, hesitates, she starts to help him. But down the hall, the others are coming fast. The Coach takes Pacey by the neck raising him up. Delilah is torn. Fuck it. She takes off, leaving Pacey.

The others follow her, splitting up, going in different directions.

Alone, Coach Willis has Pacey by the throat. He shoves him against the wall, pressing into him, his mouth outstretched wide...

Pacey grabs hold of the camera around his neck. With the long strap, he swings, bringing the camera CRASHING against the Coach's head. The Coach falters, just enough for Pacey to break free and tear down the hallway out of sight.

CUT TO:

INT. ANOTHER CORRIDOR - SECONDS LATER

Pacey is at another pair of exit doors, locked and chained. He beats on them.

CONTINUED:

PACEY
Fucking fire hazard.

He looks up and down the hallway. Nothing...quiet. He moves on, coming to a steel metal gate that has been stretched accordion style across the hallway, sealing it off. It too has a large padlock attached to it. Just then...

DELILAH
(o.c.)
Pacey! PACEY!

Pacey looks through the gate to see Delilah quickly approaching on the other side. No longer tough as nails, she's now a blubbering wet mess.

PACEY
Jesus...you left me.

DELILAH
Oh God, Pacey... We gotta get outta here.

Pacey tugs at the gate.

PACEY
It's locked. Listen, find a window, bust it if you have to--just get out.

Suddenly, Coach Willis appears in the hallway behind Delilah.

PACEY
Run, Delilah, RUN!

Delilah turns to see the Coach coming. She SCREAMS BLOODY MURDER.

PACEY
Go, now, through there...

Pacey points to the nearest classroom door. Delilah races towards it, throws it open as...

MR. TATE LEAPS OUT.

He grabs her as she KICKS and SCREAMS. She falls back against the gate. Pacey sticks his hands through, trying to help her, but Mr. Tate is a huge man. He picks her up in his arms and starts off with her. Delilah reaches out and grabs Pacey's hand, holding onto it for dear life...SCREAMING AND SCREAMING...

DELILAH
HELP ME PACEY! OH GOD, HELP ME!

CONTINUED: (2)

But there's nothing Pacey can do. He kicks at the gate, trying to rip it open. But it's impossible. Tate yanks Delilah free from Pacey's grasp. Pacey reaches for her.

PACEY
NOOOOO....

Tate drags Delilah, kicking, writhing, SCREAMING down the hall as Coach Willis approaches the gate...a ring of keys in his hand.

COACH WILLIS
Look, son, there's been a misunderstanding, come with me and we'll work it out.

Pacey is frozen with fear. He watches as Tate disappears around a corner with a hysterical, clawing Delilah.

CLING! The Coach wrestles with the gate's lock. Pacey backsteps, moving away from the Coach, towards a bathroom door.

The Coach frees the lock, the metal gate springs open.

INT. BATHROOM - SAME

Pacey GASPS, racing to the window, pulling it open. He climbs the window sill and lifts himself through just as...

HANDS GRAB HIM

Pacey KICKS and SCREAMS half in-half out of the window. He breaks free, falling to the ground outside. He brings himself up and runs like mad, not looking back.

CUT TO:

EXT. JEFFERSON HIGH SCHOOL - LATE AFTERNOON

The sun is starting to set as a police car, SIRENS WAILING, lights flashing, races into the parking lot.

CUT TO:

INT. SCHOOL OFFICE - SAME

Principal Drake is leading TWO POLICE OFFICERS down the hall. Behind them is Pacey with his PARENTS--an attractive middle-aged couple. They arrive at the Faculty Lounge door. One of the officers, a capable young man, turns to Pacey.

(CONTINUED)

CONTINUED:

OFFICER
In here?

PACEY
Yes. Her body was in the closet.

Principal Drake opens the door, moving with smooth precision.

PRINCIPAL DRAKE
Now why would she be in the closet?

PACEY
Because you killed her.

PRINCIPAL DRAKE
Oh yes, that's right.

Drake leads them into the...

FACULTY LOUNGE

where Coach Willis and Mrs. Olson are sitting. Pacey tenses when he sees them.

PACEY
Careful.

COACH WILLIS
Hey, Pacey. Sorry about the mix up earlier.

The officers stare at Pacey.

PRINCIPAL DRAKE
Apparently, there's been a misunderstanding.

Pacey's father steps forward.

PACEY'S DAD
Still if we could just see inside the closet.

PRINCIPAL DRAKE
Certainly.

They all crowd in, moving to the closet door. Drake throws it open to reveal a tidy closet. Sitting on the floor, leaning against the back wall is...

A WOMAN'S BODY

CONTINUED:

One of the cop's race forward only to find a full-bodied CPR doll.

PRINCIPAL DRAKE
Meet Resusitation Annie. We use her to train the students in CPR. I guess she does favor Mrs. Brummel slightly.

All eyes go to Pacey. He's quickly looking like the boy who cried wolf.

PACEY
No, they put that there.

Pacey's parents eye their son. They want to believe him.

PACEY'S MOM
So where is Mrs. Brummel?

PRINCIPAL DRAKE
Mrs. Brummel wasn't feeling well today. She went home early.

Pacey's mom and dad eye each other. The cops stare at Pacey, then each other.

PACEY
Look, I'm not making this up. They got Delilah. Find Delilah.

DELILAH
(from the doorway)
I'm right here.

All eyes go to the door. Delilah stands, looking very tired.

PACEY
You okay?

DELILAH
Yes, doofus. If you hadn't run off like the scared wuss-idiot you are, they would have explained.

PACEY'S MOM
What's going on here?

DELILAH
We snuck into the Faculty Lounge and overheard Miss Burke having a seizure.

PACEY
A what?

CONTINUED: (2)

PRINCIPAL DRAKE
Miss Burke is epiletic. She's prone to Grand Mal's.

COACH WILLIS
She had an attack.

OLSON
But luckily she keeps her medicine in her purse.

This registers across Pacey's face.

PRINCIPAL DRAKE
I took her home myself. You can call her if you like.

Pacey is quickly losing any and all credibility.

OFFICER #2
Yes, I guess we should.

PRINCIPAL DRAKE
You can use the phone in my office.

Drake leads them out the door. The Coach takes his seat again, calling to Pacey.

COACH WILLIS
Sorry, I chased you down, son. The Patriot's could sure use your speed, though.

PACEY'S DAD
Did you hear that? He said you had speed. Good luck in the game tomorrow, Coach.

They exit.

CUT TO:

INT. SCHOOL OFFICE - MINUTES LATER

Everyone is in the school office, looking very tired and agitated. Pacey and Delilah talk privately while the others huddle about themselves.

PACEY
What's going on, Delilah? I saw Mrs. Brummel's body.

(CONTINUED)

CONTINUED:

DELILAH
It was dark. It was a dummy. Will you drop it so we can all go home. You chicken shit. Thanks for ditching me.

Principal Drake eyes the male officer.

PRINCIPAL DRAKE
This way.

The officer nods to his female partner, disappearing inside the inner office with the Principal.

Pacey's dad grabs him by the collar and pulls him off to the side of the room. His mother follows.

PACEY'S DAD
What is it with you?

PACEY'S MOM
He needs help, Will. Chronic lying is deep rooted. It's a symptom of a greater problem.

THUMP! A noise comes from the office as if a chair was overturned. Pacey spins around, facing the door. The woman police officer looks too. Pacey's parents are indifferent.

PACEY
Please--mom,dad--I know I'm a fuckup but...

PACEY'S DAD
The mouth, the mouth...

PACEY'S MOM
Evelyn knows a doctor downtown. I'll make an appointment.

Suddenly, the principal's door swings open and Drake appears, followed by the young officer. Pacey eyes him closely. He appears exaspperated...slightly dizzy. A knowing suspicion overcomes Pacey.

PACEY
(to himself)
They got him.

Pacey's parents look at him.

PRINCIPAL DRAKE
We just spoke with Mrs. Brummel. We woke her actually.

CONTINUED: (2)

PACEY
(unbelieving)
No...

Then, he turns to the male officer who is whispering something in his partner's ear. She eyes Pacey, nodding. Pacey's terror is growing.

Pacey's mom turns to Principal Drake apologetically.

DELILAH
Can I go please?

PRINCIPAL DRAKE
I can see how it all got out of hand. It's a rather bizarre series of events.

Pacey's mother eyes Drake carefully. She would rather believe her son.

PACEY MOM
Yes. Well, then...

She turns to go. Pacey's Dad is a little less tolerable. He grabs his son by the arm and leads him toward the door.

Pacey turns, catching Principal Drake's stare as he moves out the door.

PRINCIPAL DRAKE
We'll see you tomorrow, Pacey.

Her smile chills him.

CUT TO:

EXT. PACEY'S HOUSE - LATER

Stars shine over a small family home in a quiet neighborhood.

CUT TO:

INT. PACEY'S BEDROOM - SAME

Simple. Messy. Pacey is standing in the corner while his father upturns the room. He's on a search, checking under the bed, spilling out drawers, etc. Pacey's mom stands in the doorway. Her face distressed.

PACEY
I'M NOT ON DRUGS!

The search is coming to an end. His dad is on a mission.

(CONTINUED)

CONTINUED:

PACEY'S MOM
Check his school books. They hide the drugs in the spine of the book. I saw it on DATELINE.

His father grabs a book, leafing through it at first, then ripping the book apart.

PACEY
Can you say felony? That's government property, Dad.

His father is exaspperated. This is getting him nowhere.

PACEY'S DAD
We love you, son. We want to help.

PACEY
Then believe me. I'm telling the truth. Something weird is going on at school. The teachers...something's happened to them.

His father grows angry again. He moves to Pacey's desk and unplugs his telephone, confiscating it.

PACEY'S DAD
You'll go straight to school and then home. Got it?

PACEY
I'm not going back to that school. They're waiting for me.

PACEY'S DAD
You'll be there if I have to tie you to a school desk myself.

Pacey is at a loss. He watches as his dad unplugs his stereo.

PACEY'S DAD
No phone, stereo...

PACEY'S MOM
His porno.

Pacey's dad reaches under his mattress and pulls out a coupla magazines. He heads for the door. Pacey is scared, panicked.

PACEY
I can't go back to school. Please.

CONTINUED: (2)

PACEY'S DAD
(turning to him)
We're gonna get you help son, don't worry.

The door closes. Pacey leaps to his closet, grabs his jacket, puts it on. Races to his desk, scribbles a note, puts it on his bed pillow and then moves to the window.

He lifts the pane and crawls through.

OUTSIDE THE HOUSE

A huge oak tree runs up the side of the house. Pacey balances himself on the window's ledge. He reaches out for the nearest branch, when he sees...

A FIGURE

standing on the sidewalk, dark and shadowed. He can't see a face but the body is unmistakable. It's Coach Willis. The Coach stands there, unmoving.

Then he sees another SHAPE, closer, standing in the bushes in his yard. A woman--Mrs. Olson. Next to her stands the shape of Mr. Tate. Their faces hidden. Pacey, horror stricken, starts back for the window. He slips, loses his footing, falling...

BAM!

His body lands hard in the shrubs next to the house. He looks up to see the FIGURES moving for him. Their steps unified...quick and precise. He brings himself to his feet quickly as Mrs. Olson reaches out for him, her arm grabbing Pacey's collar as he rounds a corner, running smack into...

HIS FATHER

Pacey SCREAMS.

PACEY'S DAD
What are you doing out here?

PACEY
They're here, Dad.

Pacey turns to the yard, the sidewalk. There's no one. Nothing. They've completely disappeared.

PACEY'S DAD
Get in the house. NOW.

CONTINUED: (3)

Pacey clutches his dad's arm, looking back to the empty yard.

PACEY
I'm losing it. I'm really losing it.

Pacey and his dad move inside the house.

CUT TO:

EXT. JEFFERSON HIGH - MORNING - ESTABLISHING

The morning sun shines high over the school as STUDENTS arrive to campus.

CUT TO:

INT. CAR - SAME

Pacey and his dad pull up to the front of the school. Pacey sits in silent terror. A moment as the car idles. Students come and go around them.

PACEY'S DAD
Go on, son.

PACEY
(quietly, simply)
Please, Dad, I'm begging you.

His dad remains silent.

PACEY
Something has taken over the teachers. I know its crazy but they're not who they say they are. Please, Dad, if you care about me at all...

PACEY'S DAD
Come home right after school. Your Mom's looking into a doctor.

It's a lost cause. His father is unbending. Pacey looks to the front of the school. He opens the car door and steps out. He begins to walk up the school steps. He turns to see his Dad watching, waiting to make sure he enters the building.

SCHOOL ENTRANCE

Pacey walks up the steps and enters through the front door. He sees Mr. Furlong standing in the hallway, talking to Mr. Tate. Their backs to him. He looks back out the door window

CONTINUED:

to see his Father's car pull away. Pacey bolts back out the door and down the steps.

Pacey moves along side the building, passing through the shrubs, trying to stay out of view when...

HANDS GRAB HIM

Before he can fight, he finds himself lifted up and carried off by an army of ANGRY GIRLS, all of whom are led by the Braless Girl.

They carry him high, like a trophy, marching along side the building, SLAPPING and SWATTING at him. They reach a secluded corner and dump him.

BRALESS GIRL
Payback is hell.

He lands on his back HARD. Before he can escape, the girls have besieged upon him, pinning him down. The Braless Girl appears holding a large, shiny pair of shears. With a smile on her face, she kneels down and begins to cut into Pacey's blue jeans. Pacey SCREAMS BLOODY MURDER.

PACEY
NOOOOOOOO!!!!!!

The Braless Girl starts at his ankle and cuts up to his...groin, getting dangerously close. In seconds, the jeans are off as the scissors move to his underpants.

PACEY
PLEASEHOLYMOTHEROFGODIFUCKINGBEGYOU!

The underwear come off. GIGGLES EVERYWHERE as several Poloroids appear as the girls hold him down and begin snapping away. Seconds turn into years for Pacey until finally the girls are gone, running off with his lower garments and Pacey is left bare butt on the damp morning grass.

He grabs his book bag and strategically places it. CLOSE ON his face. Completely numb. No sign of tears. He looks up to find Molly staring at him, her arm outstretched, holding a pair of sweat pants.

MOLLY
My gym clothes. They're probably too big for you.

He takes them. Grateful...humiliated.

CUT TO:

INT. FACULTY LOUNGE - MINUTES LATER

The teachers move about in a business as usual fashion but if one would look close they would notice the coffee machine is untouched. No cigarette smoke lingers in the air and the chatting is at a minimum.

CUT TO:

EXT. STUDENT AREA - MINUTES LATER

Zeke walks across the student commons. TWO FUCKUPS approach him.

FUCKUP #1
Dude, we need SKAT!

Mr. Tate and Coach Willis stand, overlooking the students.

ZEKE
We got an audience. Meet me at lunch.

FUCKUP #2
Come on, man, we can't hang til then. There's some weird shit going on here.

ZEKE
What weird shit?

FUCKUP #1
The school's fucked, dude. People are acting weird and shit.

ZEKE
What do you mean?

The fuckups are already off and running.

FUCKUP #2
We'll catch you at lunch.

Zeke eyes the Coach and Mr. Tate again. They stand deadly still. CLOSE ON their faces. Both appear dry and chapped.

CUT TO:

INT. CORRIDOR - MORNING

Students move about. Stan is at his locker, loading up on books. Delilah approaches.

STAN
You still pissed.

CONTINUED:

DELILAH
Slightly. Look, I'll accept your little "find me" phase, just don't expect me to follow. Okay? I'll only take so much.

STAN
Deal.

Stan brushes something off her sweater. Delilah, quickly, reaches in to kiss him. Passionately.

CUT TO:

INT. CORRIDOR - MORNING

STUDENTS come and go. Through the vents above, the air conditioner rages. TWO GIRLS pass by.

GIRL #1
What is up with the AC?

GIRL #2
Fuckin' Arctic Blast.

GIRL #1
Can we say November?

Pacey, in his newly acquired sweats, moves down the hall, lost in a sea of students. Down the corridor comes Principal Drake. Pacey detours, slipping through a bathroom door. As it closes a small poster is revealed, taped to the door...

It reads..."PACEY CONNOR HAS A ONE INCH MACARONI DICK." It's accompanied by a Polaroid.

CUT TO:

INT. MR. TATE'S CLASSROOM - MINUTES LATER

Just before the late bell. Stan enters and takes his seat. Behind him, enters Stokely. She's following Stan obviously. Marybeth taking notice, approaches.

MARYBETH
So go talk to him.

STOKELY
No way.

Marybeth shoves an unwilling Stokely forward, encouraging her to approach Stan. One last fatal shove sends her SLAMMING into Stan's desk. Stan looks up, deep in thought.

CONTINUED:

STOKELY
I'm unbalanced.

Stokely takes the seat next to him. Marybeth gives her a thumbs up.

STOKELY
Is something wrong?

Stan is ready to unload on someone. Looks like it's gonna be Stoke.

STAN
No...I mean, yeah...well, I'm not sure. Delilah's a little strange today. She's acting all weird.

STOKELY
I could write a book.

STAN
Like she's pissed at me for quitting football, but not pissed enough. Does that make sense? The Coach was the same way.

STOKELY
Maybe they're on Prozac. It takes the edge off.

STAN
And when we kiss, she's always making a big deal about her lipstick and today, she didn't mention it. And this is really gonna sound stupid. But she had this lent ball on her sweater...

STOKELY
Yeah...

STAN
Delilah never has a lent ball on her sweater. What do you think that means?

Stokely does an eye roll. The last bell RINGS. Students take their seats as Mr. Tate stands at the front of the class.

MR. TATE
Okay, class, today I thought we would do a living family history. I want you all to take out a piece of paper and write down all living members of your family.
(MORE)

CONTINUED: (2)

MR. TATE (cont'd)
Start with your immediate family, those living with you, but then include your nearest living relatives...

The class GROANS.

CUT TO:

INT. MISS HARPER'S CLASS - MINUTES LATER

Miss Harper stands before the class.

MISS HARPER
Crusoe dreamed of freeing himself from his fearful, solitary existence. He dreamed of a life without fear...

An announcement comes over the intercom. It's Principal Drake.

PRINCIPAL DRAKE
(via PA)
Your attention please. Will the following students please report to the office? Robbie Mercer, Shirley Mayo, Corey Gillikin.

Miss Harper allows for the interruption, taking the moment to steal a glance at Zeke. One of the students called departs, confused.

MISS HARPER
Crusoe possessed the same fear that all humans share. The fear of being alone.

CUT TO:

INT. LIBRARY - LATER

Your average high school library. A main reference desk, lots of tables and reading chairs. And rows and rows of books.

Study hall STUDENTS move about. Pacey enters. He eyes the WOMAN behind the reference desk. She doesn't look up. Pacey heads over to the card catalog, trying his best to stay out of sight.

He scans the catalog, finds the letter "I" and pulls the entire drawer from the card catalog. He high tails it behind a shelf of books. He sinks to his knees and flips through the drawer.

CONTINUED:

CLOSE ON the catalog file. He's searching titles that start with the letter "I". He moves fast, coming quickly to what he's looking for.

INVASION OF THE BODY SNATCHERS (SCIENCE FICTION)

BY JACK FINNEY

Location: FIC-JF100.12

FIRESIDE PRINTING 1989

ORIGINALLY PUBLISHED BY DELL IN 1955 UNDER THE TITLE

THE BODY SNATCHERS. THIS IS A REVISED AND UPDATED EDITION.

Pacey rips the card from the drawer and takes off in search of the book.

He moves through row after row, passing SEVERAL STUDENTS, avoiding them, head down. He comes to a shelf, scans it, finds the book and pulls it down. He looks around, sees a small unused cubicle in the rear of the library. He makes for it just as, over the intercom...

PRINCIPAL DRAKE
(from intercom)
"Will the following students please report to the office. Tina Dannhausen, Gil Gold, Gabe Maker..."

Pacey takes a seat, listening to the Principal. SOME STUDENTS nearby COMMENT on the announcement. "Weird." "What is up?" Pacey focuses on the book.

CUT TO:

INT. GIRL'S LOCKER ROOM - LATER

Gym is over and the girls are in various states of dressing. Stokely is by herself, locker open, dressing. Her big tote bag on the bench behind her.

DELILAH
Hi, Stokely.

Delilah appears, fresh from the showers, towel clad. Several GIRLS are with her. They all stare at her. Stokely looks away, very uncomfortable. She hates attention. As Delilah passes, she drops something into Stokely's tote bag.

CONTINUED:

DELILAH
Stokely, do you have any lotion I can borrow?

Stokely doesn't turn, just shakes her head. CLOSE ON her tote bag. Through the fabric something slithers from within.

DELILAH
Are you sure? Could you check for me?

Stoke turns, her defenses taking over.

STOKELY
Need a Q-tip? No.

GIRL
(tossing her lotion)
Here, ya go, Del.

Delilah squeezes out some lotion and begins to rub it into her dry skin.

DELILAH
You should always carry lotion. It's really important to moisturize.

Stokely can feel Del's eyes on her back. She quickly finishes dressing, grabbing her tote and taking off. A moment on Delilah and the other girls. No locker room banter. No laughing, talking...they keep to themselves, dressing quietly.

CUT TO:

EXT. STUDENT COMMONS - LUNCH

Students move about enjoying their break. Zeke moves about the campus. He spots the TWO FUCK-UPS. He moves to them.

ZEKE
Guys, the doctor is in.

They look at him, their behavior a little abrupt.

FUCKUP #1
Nah, dude, gonna chill.

FUCKUP #2
Take a pass.

They scurry off. Zeke looks about the campus. He spots Marybeth, standing alone, looking lost. He saunters over.

CONTINUED:

ZEKE
Hi there. You're new.

MARYBETH
I'm Marybeth of Atlanta.

ZEKE
Well, hello, Marybeth...of Atlanta.

Behind them, the FUCK YOU COUPLE are seen holding hands. Talking to each other, appearing very compatible.

INT. CORRIDOR - FEW MINUTES LATER

The hall is quiet. Most students are outside for lunch. Pacey moves down the hall when Mr. Greenberg appears in his path. Pacey JUMPS.

MR. GREENBERG
Pacey, I'd like to see you in my office.

PACEY
Uh...uh....

Pacey starts backing away, eyeing the counselor closely...fearful. Just then, Mrs. Olson and Mr. Tate round the corner at the end of the hall. Pacey leaps back into an alcove of lockers, out of sight.

Mrs. Olson and Mr. Tate approach.

MRS. OLSON
Was that Pacey Connor we just saw?

Mr. Greenberg covers instantly, pointing to a set of nearby exit doors.

MR. GREENBERG
Yes, you just missed him. He went through those doors.

ON PACEY

listening behind the lockers.

Mrs. Olson and Mr. Tate move through the doors. Once they're gone, Mr. Greenberg turns to Pacey.

MR. GREENBERG
What's going on, Pacey?

But Pacey is gone.

CONTINUED:

CUT TO:

INT. SCHOOL OFFICE - LATER

Several students sit in chairs lined up outside of the principal's office. The SCHOOL SECRETARY moves about behind the office counter. A lady in her fifties.

Stan enters and approaches the counter.

STAN
Excuse me, could you tell me how Mrs. Brummel is doing?

SECRETARY
(without looking up)
She's sick. She'll be out for a few days.

He turns to leave when he hears...

BOY'S VOICE
(off camera)
Yo, Acamedia, whatsup?

Stan spots a friend, GABE, a big jock of a guy. His name was called earlier over the loud speaker.

STAN
What are you doing?

GABE
Got called to the office. You're not pissed, are you?

STAN
About what?

GABE
I'm the new team captain.

STAN
Yeah? No, man, congrats. Rule.

GABE
Fuckin ass A. YEAHHHH

Stan motions to the others sitting and waiting.

STAN
What's going on?

CONTINUED:

GABE
They got the nurse in there. They're checking for lime ticks or something. Sorry, you're not playing, dude. It ain't right.

Just then, the principal's office door opens and a YOUNG GIRL appears, being led by Principal Drake. She stumbles a bit, confused and disorientated. She moves by Stan.

STAN
Hey, Tina...

She turns to him as if she didn't recognize her own name. Then she moves out the door. Principal Drake looks to Gabe, motioning to him.

GABE
Later, dude.

He disappears inside the principal's office as Drake shuts the door. Stan's mind is racing. He looks back to the two office assistants. Then to the other students waiting to see the Principal. Something is not right here.

INT. CORRIDOR - LITTLE LATER

Stokely moves down the hallway. As she passes an open doorway...

A HAND REACHES OUT AND GRABS HER

pulling her in. She SCREAMS.

INT. EMPTY CLASSROOM - SAME

Pacey has hold of Stoke. She shoves him, KNOCKING him silly with her tote bag.

STOKELY
You fuckin' pervert.

PACEY
Wait...wait. It's me. Pacey O'Connor. I need to talk to you.

STOKELY
Eat shit.

She starts for the door.

PACEY
Do you believe in aliens?

CONTINUED:

Stokely stops in her tracks. Looks at him.

STOKELY
What?

CUT TO:

INT. CORRIDOR - LATER

Over the intercom, Delilah's voice is heard.

DELILAH
"Okay, all you Patriot fans. The pep rally is about to begin. Will everyone please report to the gymnasium."

The BELL RINGS. The halls begin to fill as students head to the pep rally.

CUT TO:

INT. EMPTY CLASSROOM - MINUTES LATER

PACEY
I've been doing some homework. Are you familiar with INVASION OF THE BODY SNATCHERS?

STOKELY
The movie or the book?

PACEY
Either.

STOKELY
It was several movies. One in '94, one in '78, and the original in '57 which was based on the book THE BODY SNATCHERS by Jack Finney.

PACEY
Which was published in 1954.

Stokely is irritated but still intrigued. This is, afterall, her main subject.

STOKELY
So?

PACEY
I think aliens are taking over our school.

CONTINUED:

A moment as this registers on Stokely. Pacey watches, her response is uncertain. And then...

STOKELY
You're tweakin'.

PACEY
Hear me out.

STOKELY
It's a story somebody made up, dingus. THE BODY SNATCHERS is located in the fiction section of the library.

PACEY
So is SCHINDLER'S LIST, look, all fiction is based on some truth, right? What does Miss Harper teach us in English 101? Write what you know. This Jack Finney guy grew up in Mill Valley, California, not much bigger than our little town here. How do we know he didn't encounter aliens in his high school which led him to write a book about alien invasion? Where does truth end and fiction begin?

Pacey is in complete desparation mode. Stokely's not buying it.

PACEY
How do you know there's not a conspiracy? Maybe the X-Files is right. Where do all these movies come from? How do we know Spielberg and George Lucas haven't been visited by aliens? Maybe they are aliens. Maybe they're simply preparing us for what's to come. Have you been to a book store lately? The science fiction section is growing.

STOKELY
Now this is key, wet brain: Science-<u>FICTION</u>.

PACEY
Exactly. Everyone gets hung up on the science part--which has nothing to do with it--they're getting at us through the fiction part.

STOKELY
You're brain toast.

CONTINUED: (2)

She grabs her tote and heads out the door. Pacey, looks both ways, then follows her, chasing her down the hallway.

PACEY
I had you pegged for a Mulder, not a Scully. This is what they're counting on, don't you see? They've set it up so perfectly through the years. They've created such a make-believe existence; who would believe it if it really happened.

They round a corner. Pacey keeps on the lookout. Everyone's at the pep rally.

STOKELY
You're outta your fuckin' mind. You're saying that pod people are taking over our school?

PACEY
I think so, yes.

STOKELY
But your conspiracy theory is flawed.

STAN
How so?

STOKELY
For starters, Jack Finney's THE BODY SNATCHERS was a blatant rip off of THE PUPPET MASTERS by Robert Heinlen. So, you can completely disregard that entire work.

PACEY
PUPPET, SNATCHERS--whatever--my point is they're here, they've been here, and they're here again.

STOKELY
In the BODY SNATCHERS they were pods. So where are they? Where are the pods?

PACEY
There's no pods. It's something else. In this PUPPET MASTERS book? What were they?

STOKELY
Parasites.

CONTINUED: (3)

PACEY
Really?

Pacey has come to a stop in front of a door. Stokely looks inside. Into Furlong's science lab. Stokely is visibly chilled as it all comes full circle. She moves inside. Pacey following right beind...to the aquarium.

STOKELY
No way.

PACEY
What else could it be?

They approach the aquarium. It's empty. Drained of it's water.

CUT TO:

INT. GYMNASIUM - SAME

The pep rally is underway. The stands are packed with the Jefferson High Student body. Center court is Delilah, head cheerleader, leading the other CHEERLEADERS in a loud, but otherwise, stale cheer. The student body CHEERS appropriately.

The football team marches onto the court led by Coach Willis.

CUT TO:

INT. CORRIDOR - SAME

Stokely and Pacey catch up to Stan. She has her tote over her shoulder.

STOKELY
Stan!

He turns to see them charging at him. They push him into a handicapped bathroom.

CUT TO:

INT. HANDICAPPED BATHROOM - A MINUTE LATER

Pacey, Stokely and Stan argue it out.

PACEY
They've been calling students to the office all day.

CONTINUED:

STOKELY
And did you notice--it wasn't just random. It was class officers, student council members, the band leader...

PACEY
Usually they go in alphabetical order.

STAN
They're starting with the most influential and working their way down. It's like...

PACEY
They're building an army.

They go quiet as this sinks in.

STAN
No, I can't believe this. Why? Why Jefferson? Why now?

PACEY
If you were going to take over the world. Would you do blow up the White House INDEPENDENCE DAY--style or sneak in quietly through the back door?

STOKELY
I need nicotine.

PACEY
What else explains it?

Stokely reaches into her bag. She reaches deep, feeling about. She withdraws her cigarettes. She sticks one in her mouth, then begins searching for her lighter. Her arm is buried deep within her bag.

STAN
So what do we do?

PACEY
Call the armed guard or something.

STAN
No one's gonna believe us. This is insane.

Suddenly, Stokely SCREAMS BLOODY MURDER. She pulls her arm from her bag, in ungodly pain. They rush to her.

CONTINUED: (2)

PACEY
What is it?

Stokely pulls at her jacket, trying to get it off.

STOKELY
Something's on me. I feel it.

Stan rips at the jacket trying to pry it off.

STAN
(to Pacey)
Help me.

Pacey takes the other arm and pulls the jacket down as Stokely reels back in pain.

STOKELY
Oh God, it's biting me...

Stan rips through the sleeve of her shirt just in time to see a worm imbed itself into Stoke's arm, digging deep under the skin. Blood oozes as the worm...disappears.

Stokely SCREAMS IN AGONY as the worm moves just under the surface of her skin...travelling up her arm to her shoulder.

STOKELY
DOSOMETHING!

Stan and Pacey are horrified. He rips the shirt off her back. Then, he traces it with his finger as it travels past her shoulder up to her neck.

STAN
Oh God, *what is it?*

STOKELY
Please...get it out...it hurts...

Stan takes two fingers and tries to stop it's movement, holding it in place midneck. He presses his fingers together...pinching it.

STAN
Give me her bag.

Pacey grabs Stokely's tote.

STAN
Now open it and get ready.

CONTINUED: (3)

He squeezes hard, pressing his fingers together...trapping it...and then...

THE WORM ERUPTS THROUGH THE SKIN

ripping flesh...flying through the air. It flops right into Stoke's bag. Stan grabs it and zips it up. Stokely grabs her neck in pain.

STAN
You okay?

Stan takes a look at her neck, bandaging it with the sleeve of her shirt.

STOKELY
No...no...

Stokely is terrified. He puts his arms around her, comforting her.

PACEY
The last bell is about to ring. Let's get outta here.

CUT TO:

INT. GYM - SAME

The Pep Rally is in full force. The Coach stands at the microphone SCREAMING a mighty pep talk and the student body listens on baited breath.

COACH WILLIS
..and tonight will be a night to remember. 'Cause tonight, this team, this school, and this town will come together in unity, we will become one as we send a message to Brun County. Tonight, we'll tell Brun County to GO HOME.

The crowd CHEERS wildly. Near an exit door, stands Principal Drake. She cheers too.

CUT TO:

EXT. STUDENT PARKING LOT - MOMENTS LATER

Zeke and Marybeth sit on Zeke's El Camino.

MARYBETH
You're gonna get me in trouble, boy.

(CONTINUED)

CONTINUED:

ZEKE
Everyone's at the pep rally. So, why'd you move to Ohio?

MARYBETH
My parents died.

ZEKE
You doing the relative thing?

She nods. He's hit a delicate subject. Marybeth changes it quickly. She pulls a drug-filled Bic pen from his pocket.

MARYBETH
Tell me about this.

ZEKE
(holding it up)
Panic relief. Takes the world away for a few minutes. My little home remedy.

ZEKE
It's harmless. Caffeine mixed with some other household shit. Wanna try it?

MARYBETH
I don't do drugs. But it's very ambitious of you.

ZEKE
Just doing my part for the deconstruction of America.

They look up to see Stokely, Stan, and Pacey racing towards the parking lot. THE BELL RINGS. Students begin to exit the gym in droves.

STAN
Quick! Get in.

Stokely spots Marybeth.

STOKELY
Marybeth! C'mon. Hurry!

MARYBETH
(to Zeke)
They're in a hurry. Guess, I gotta go.

Marybeth takes off for Stan's car. Stokely climbs into the backseat, pulling Marybeth in with her. Stan and Pacey take the front.

CONTINUED: (2)

MARYBETH
What is going on?

STOKELY
Later.

INSIDE THE CAR

Stan fumbles with his car keys. Pacey looks out the window to see Mr. Tate two cars away. He's racing towards them.

PACEY
Hurry.

Pacey's window is down, he goes to roll it up but the engine hasn't turned yet.

PACEY
Start the car.

STOKELY
Now. NOW!

The car starts up. Stan hits reverse, the car springs backwards. Pacey hit the electric window button. It begins to rise just as Mr. Tate arrives at the car.

PACEY
Goooooo....

The window rises slowly as Stan shifts gears and heads out of the parking lot.

STOKELY
Go, go, go, go, go, go.

MARYBETH
Hurry.

Mr. Tate follows the car on foot, his hand reaching into the closing window.

The glass closes on it, catching it. Tate's hand is forced to retreat but not before opening and dropping a small two inch slug into the car. It falls to the floorboard at Pacey's feet.

PACEY
It's in the car!

STAN
Shit!

CONTINUED: (3)

MARYBETH
What is it?

The car SWERVES as Stan kicks and flails. Pacey looks down to see it slide under the seat.

PACEY
It's under the seat.

Marybeth coils up, SCREAMING.

MARYBETH
Jesus, let me out. Let me out!

IN THE PARKING LOT

Zeke watches as Stan's car swerves out of the parking lot down the road. Suddenly, The Driver's Ed car appears. Mr. Furlong is behind the wheel. Mr. Tate hops in and they peel out in hot pursuit.

INSIDE STAN'S CAR

Everyone is SCREAMING and jumping maniacally.

STOKELY
Where is it?

IN THE BACK SEAT

Stokely spots it at her feet...it crawls onto her shoe. She stomps at it and it slides under the seat again.

STOKELY
It went under again.

IN THE BACKSEAT

Marybeth is ballistic JUMPING and SCREAMING.

MARYBETH
Please! Do something!

IN THE FRONT SEAT

Pacey searches the floorboard for it. His feet up in the air.

Stan is trying to gain control of the car. He looks through the rear mirror...

ANGLE THROUGH MIRROR

CONTINUED: (4)

On the seat behind him, the worm crawls down the head rest. Inches from him. He rolls down his side window, then SWATS it with his hand, it goes flying out only to SPLATTER against the front window.

The girls SCREAM.

Stan hits the windshield wipers. SWOOSH! The wiper knocks it off the car, sending it sailing through the air, away from the car.

Stan straightens the wheel, relaxing when...

BAM!

The Driver's Ed car RAMS them.

STAN
Shit.

Stan hits the gas just as the Driver's Ed car comes up along him, RAMMING him again. Their car goes in a spiral spin off the road.

The Driver's Ed car slows down, spins around to go back for them when...

BAM!

The Driver's Ed car gets rear ended.

INSIDE THE DRIVER'S ED CAR

Furlong looks back to see Zeke's El Camino BARREL into him running him off the road. Furlong loses control as the car hits the side ditch and SLAMS into a telephone pole.

ON STAN'S CAR

The four witness this as Zeke doubles back. He pulls along side of them.

ZEKE
Follow me.

Then, he tears off. Stan hits the gas, following the El Camino down the road.

CUT TO:

EXT. HOUSE - LATER

A nice affluent house in the nice part of town. Both Zeke and Stan's car are parked in the driveway.

CUT TO:

EXT. BACKYARD - SAME

Zeke and the others move across the yard to a converted garage in back.

INT. GARAGE - SAME

A light CLICKS on. The garage is not a garage. The first part is more of a carpenter's haven. Work table, power tools, etc.

ZEKE
My dad makes shit. And so do I...

Zeke leads them to a back corner, hits another light revealing...

A laboratory. Zeke has converted the back of the garage into his own, private pharmaceutical company. A table equipped with lab equipment and other materials.

MARYBETH
Good lord.

STAN
This is some serious shit.

PACEY
Where did you get all this stuff?

ZEKE
Most of it came from school.

MARYBETH
Where are your parents?

ZEKE
Europe. They're always in Europe.

His eyes find Marybeth's. She understands completely.

CUT TO:

INT. LAB - LITTLE LATER

CLOSE ON the dead worm. It appears gray and opaque. It's pinned to a lab board. A small scalpel moves into frame, slicing into it.

Zeke is fast at work, he observes the worm under a lighted microscope, inspecting it with a steel pick.

ZEKE
It's incomplete.

PACEY
What do you mean?

ZEKE
This is just part of something else. It's not an individual organism. It can't survive on it's own. It's part of a greater organism.

PACEY
You mean like a bigger worm?

ZEKE
Yeah, I've never seen anything like it. It has the ability to replicate but it must have water.

Pacey thinks for a second.

STAN
Isn't the human body composed mainly of water?

STOKELY
They're using us as hosts. Drying us out.

STAN
That explains Mrs. Brummel.

PACEY
Her body was too old. She didn't take.

ZEKE
Single celled tissue thrives best in hormonally active organs.

MARYBETH
Like that of a teenager?

CONTINUED:

Zeke picks at the worm with his lab instrument. They crowd around.

ZEKE
See, it has it's own cerebral tissue but it doesn't have a brain. It acts as a translator and can control and manipulate. But to know anymore, you would have to find it's parent organism.

PACEY
The master alien.

ZEKE
I don't know about alien shit. But, this is part of something. Some kick ass species.

STOKELY
It's using the human body as a cavity. It's revonavating our insides.

MARYBETH
How do we stop it?

PACEY
(to Stoke)
Yeah, Stokely, this is your area. How do we stop it?

STOKELY
In theory?

PACEY
I love theories.

STOKELY
If we kill the master alien, we kill all of them.

PACEY
But what about the human hosts?

STOKELY
They'd survive--in theory.

They all stare at each other.

CUT TO:

EXT. GARAGE - LATER

Night is quickly falling upon the garage. Lights burn from within.

CUT TO:

INT. GARAGE - SAME

The five of them move about the garage contemplating their next step. Carpentry tools surround them.

PACEY
No, Police. They've already gotten to them.

MARYBETH
Let's leave town. We could go to Atlanta.

STOKELY
I'm with you.

PACEY
There's no where to go. Don't you see? We gotta stop it or it's gonna spread. It took the high school in a day and a half. Give it a week--and we'll never outrun it. What if this is going on at high schools everywhere?

STAN
Then how do we stop it? We can't even tell who's alien and who's not.

STOKELY
What if one of us is an alien right now? How would we know?

They stare at each other. Suddenly, getting uncomfortable.

MARYBETH
Huh?

STOKELY
How do I know you're really Pacey?

Pacey feels on the spot.

PACEY
How do I know you're really you?

CONTINUED:

They stare at each other. Suspicion...distrust has been born.

STAN
With Delilah, it was like she was just missing a mark. It was like she wasn't motivated. Everything was an effort.

STOKELY
In THE BODY SNATCHERS humans became emotionless. They lost their identity.

STAN
No, Del, had emotion. But it's like, she used to enjoy being a bitch. Today, it seemed so forced. She had no reason to be a bitch.

STOKELY
No offense, but your Delilah was a bitch because she was an insecure little twit.

ZEKE
So how do we stop it? I wanna know how we stop it.

STAN
We find the queen bee.

PACEY
And kill it.

MARYBETH
How?

Zeke has moved to a closed cabinet. He opens it, pulling a hand gun from it.

STAN
We start at the top.

PACEY
Principal Drake.

They sit in silence, afraid, all staring at the gun Zeke holds in his hand.

CUT TO:

EXT. JEFFERSON HIGH FOOTBALL STADIUM - NIGHT

The stands are filling up as the entire town turns out for the game.

(CONTINUED)

CONTINUED:

The band warms up in the field off to the side.

Delilah and her cheerleading squad warm the crowd up with less than enthusiasm cheers.

A Brun County school bus pulls up in the parking lot. Coach Willis greets it.

The concession stand is in full swing. CLOSE on beverages being passed hand to hand to hand. People swill them down.

The Women's Restroom has a line around the building as women wait their turn. One WOMAN is seen exiting. She seems a little dizzy and disoriented.

TWO LITTLE KIDS are seen playing under the bleachers. They dig into the dirt. One of them holds up a small slug.

CUT TO:

EXT. FOOTBALL FIELD

A WHISTLE BLOWS. The kick off. The football flies high in the air, coming down. A player catches it and they're off. The crowd CHEERS. The announcer follows the play over loud speakers.

CUT TO:

EXT. PARKING LOT - SAME

The El Camino pulls up into the back of the lot, behind the Brun County school bus. Zeke quickly kills the headlights.

CUT TO:

THE STANDS

The Fuck You Couple are selling sodas to paying customers. Cups are passed hand to hand.

One of the little toddlers from under the bleachers comes running up to his mother SOBBING HYSTERICALLY. He jumps into his mother's arms.

ON THE FIELD

The Patriots are fierce. They race in against Brun County for a PULVERIZING TACKLE. It looks ugly. A player from Brun is hurt. He's helped off the field. The Patriots are leading.

FROM THE SIDELINES

(CONTINUED)

CONTINUED:

Coach Willis watches approvingly. He turns to the stands to see Principal Drake watching without question.

CUT TO:

EXT. ATHLETIC CENTER - SAME

Stokely and Stan enter the front doors. They each carry a backpack. They race across the darkened basketball court. They move to the exit doors on the far wall. Opening their bags, they take out locks and chains. They begin to secure the exit doors.

STOKELY
You think this will work?

STAN
Maybe.

CUT TO:

EXT. STADIUM FENCE - MINUTES LATER

Pacey wiggles through a break in the fence, slipping into the stadium unnoticed. He moves under the bleachers, peeking through the slats.

Feet STOMP. People CHEER. Pacey checks it out. He can't see much. He moves for the bleacher entrance.

ON THE FIELD

A Patriot NAILS an opposing player, CRASHING into him, throwing him to the ground. The Brun team member starts to get up as the Patriot bends down and slips a slug into his helmet.

The player sits up, moving to his feet when he stumbles back suddenly. His head shakes violently as he drops to one knee.

BLEACHER ENTRANCE

Pacey appears at the foot of the bleachers. He looks up into the crowd. He spots Zeke and Marybeth who motion with their eyes. He follows them to...

PRINCIPAL DRAKE

who is staring holes through Pacey, only feet away. Their eyes meet. A look of fear crosses his face and he tears off running, racing down the stairs. Principal Drake goes for him.

CONTINUED:

UNDER THE BLEACHERS

Pacey crosses the grounds toward the gymnasium as drops of rain begin to shower down.

ON THE FIELD

Rain starts to come down hard. The game continues.

EXT. GYM - SAME

Pacey sprints around the side of the gym. His shadow thrown big across the building. Principal Drake is right behind him.

INT. GYM - SAME

Pacey enters running across center court. He stops and turns to the doorway. A LOUD CREAK as the door is heard opening and closing. A moment and then Principal Drake appears in the doorway, her wet shoes SQUEAKING on the hard wood floor.

Pacey emerges from the shadows.

PACEY
Hello, Miss Drake.

She turns to him, a smile on her face.

PRINCIPAL DRAKE
There you are. Are you okay, Pacey? I was worried about you.

She takes a step forward when a huge net comes flying down on top of her. She immediately starts to fight but Stokely and Stan appear on either side, wrapping it around her tighter, entrapping her.

Marybeth and Zeke enter. They chain and lock the doors behind them.

Principal Drake lay tangled in a volleyball net. She pulls and twists, trying to break free.

PRINCIPAL DRAKE
What is going on here?

ZEKE
(to Stan)
Are all the doors locked?

Stan throws him a ring of keys.

CONTINUED:

STAN
We're completely locked up. Ain't no one getting in.

Zeke pulls out his gun. Principal Drake has managed to upright herself. The others surround her.

PRINCIPAL DRAKE
What is going on here?

ZEKE
You tell us?

PRINCIPAL DRAKE
Put that gun away. I'll have you expelled.

ZEKE
Stop the act, no one's buying it. We know who you are.

PRINCIPAL DRAKE
You're in a lot of trouble. All of you.

PACEY
Go on, shoot her.

PRINCIPAL DRAKE
No, please. What are you doing?

Principal Drake has started to find her way out of the net. Zeke holds the gun up, aiming. He cocks the gun, but then hesitates. Unable to fire...

STAN
What's wrong?

ZEKE
Are we sure?

Zeke is having second thoughts about everything.

PACEY
Yes.

But Zeke can't do it.

PRINCIPAL DRAKE
Please Zeke, don't. Are you out of your mind? Oh God, NO. I BEG YOU. No, no...

Principal Drake is reduced to a trench of tears. Zeke is shaking.

CONTINUED: (2)

ZEKE
I thought you said they were fearless.

STOKELY
They are. She's faking.

ZEKE
But how do you know?

PACEY
Shoot her.

ZEKE
I can't.

Principal Drake begins to hobble towards Zeke. She is SOBBING.

PRINCIPAL DRAKE
Please, Zeke, don't do this.

She's worked herself completely out of the net. She moves to Zeke. Suddenly, Pacey appears next to Zeke. He grabs the gun, aims, and FIRES.

The bullet catches Principal Drake right between the eyes. She flies backwards, landing with a THUMP on the hard floor.

A moment. They all stare at her still body.

ZEKE
What if we're wrong?

MARYBETH
Yeah, what if she was human? What if this is all some hoax?

They stare at each other, not noticing Principal Drake's body slowly rising...perfectly calm, as if nothing had happened.

PACEY
Watch out.

Pacey spots her first. Stan grabs his bag and rips it open. He pulls a can of lighter fluid from it. He squeezes the can, dousing Drake with it.

STAN
Stoke. Plan 2.

Stokely grabs her cigarette lighter from her pocket. Moves in and flicks, sending Principal Drake up in flames. Her

CONTINUED: (3)

entire body is engulfed in seconds. It stands burning center court.

STOKELY
We got her.

MARYBETH
Yes!

Her body drops over, still in flames, quietly burning out.

STAN
C'mon. Let's check it out.

They run towards the door. Zeke unlocks it as they file out.

EXT. GYMNASIUM - SAME

The rain is coming down in droves. They look towards the football field. The game has been stopped. Rained out.

The last of the crowd can be seen racing towards their cars.

The Brun County School Bus pulls out of the parking lot.

The football team is racing towards the gymnasium...towards Pacey and the others. The Coach in front.

PACEY
I think it worked.

Stan moves in front, meeting up with the Coach.

STAN
Hey, Coach Willis.

The coach's face is blurred through the pounding rain. But then it comes into view and Stan's face drops in horror at what he sees.

It is a hideous and sickening sight. Thin, wormy feelers protrude from every orifice of the Coach's face. Emerging from the Coach's eye sockets and nose and mouth are these long stingers that slap about the face, thriving in the down pour.

Pacey and the others appear behind Stan. They see it too. But there's more. The entire football team stands behind the Coach. The same feelers emerging from within their helmets. The feelers flap about, soaking up the rain.

They appear disabled, as if the rain has taken control of them.

CONTINUED:

ZEKE
Move it.

Pacey spins around, running smack into...

DELILAH and the CHEERLEADING SQUAD. He falls down, slipping in the muddy ground. Zeke stops, to help him up.

The five of them, take off running, back towards the gym.

INT. GYM - SAME

They race inside, SLAMMING THE DOOR SHUT. Zeke and Stan work together, securing it with chain and lock.

ZEKE
We're gonna need re-inforcement.

Stokely and Marybeth look through the small glass window in the door.

ANGLE THROUGH WINDOW

The football team and cheerleading squad are joined by the faculty members. They all stand about in the parking lot, feeding on the water. They stand rocking back and forth, crippled by the rain.

MARYBETH
If it wasn't Miss Drake--who?

STOKELY
It must be Coach Willis.

Stan appears with metal rods. Practice hoop stands.

STAN
I found these.

Pacey helps him. They slide them through the door handles, barricading themselves in further.

ZEKE
We should check all the doors.

STAN
Stokely come with me. You guys--take the pool. Pacey stay here.

The others disappear, leaving Pacey alone in the foyer of the gym. He looks through the window.

ANGLE THROUGH WINDOW

CONTINUED:

The human-alien things move about in the rain.

BAM!

A tentacled face comes CRASHING against the window. Pacey LEAPS back. It's Mr. Greenberg. His face, slithering and horrific, slides out of view.

CUT TO:

INT. POOL AREA - SAME

Stokely and Stan are in the pool room. A completely separate and isolated section of the gymnasium.

They check the exit doors. Locked and secured. They move to a small office door.

INT. COACH'S OFFICE - SAME

Stokely dives for the phone.

STOKELY
Maybe we can get through to somebody

STAN
It's too late, Stokely. This is bigger than us now.

Stokely dials zero. A moment, followed by a recording: "I'm sorry all circuits are busy, please try..."

STOKELY
We're on our own.

Stokely looks to him. Se's never been more afraid.

CUT TO:

INT. GYM - SAME

Zeke and Marybeth are atop the wooden bleachers, checking the steel wired windows that line the walls. They look out onto the football field.

ANGLE THROUGH WINDOW

Scattered about are the human-alien things. They continue to move about in the rain.

Marybeth is chilled to the bone. She moves in close to Zeke. His arms find their way around her.

CONTINUED:

MARYBETH
Look at them, they're feeding. They're getting stronger.

ZEKE
We're safe here. As long as it keeps raining.

CUT TO:

INT. GYM ENTRANCE - SAME

Pacey stands alone, in front of a trophy case.

A THUMP behind him. Pacey spins around, peering into the dark gym.

PACEY
Who's there?

A moment and then Stokely and Stan appear. Zeke and Marybeth right behind them. Zeke moves for the door, keys in hand.

ZEKE
I'm going for help.

PACEY
Where?

ZEKE
Devlin. One town over. It's twenty miles from here.

MARYBETH
I'll go with you.

ZEKE
No, you're better off here. I'll be back with help.

STOKELY
But what if its already spread to Devlin? It's like a virus. We don't know how far its spread.

ZEKE
In that case, I won't be back with help.

Zeke unhooks the door's chained lock, while Stan pulls the steel rod away. Zeke cracks the door, turning back to Marybeth. He hands her the keyring.

CONTINUED:

ZEKE
(almost a whisper)
Seeya later, Marybeth of Atlanta.

And with that, Zeke's gone. The door SLAMS SHUT. Pacey and Stan re-secure it as Marybeth calls after him.

MARYBETH
Be careful, Zeke of the parking lot.

She looks on, sullen, through the small paned window.

CUT TO:

EXT. PARKING LOT

Zeke races through the drenching rain. He comes upon TWO ALIEN THINGS. He PLOWS right through them as they careen back and forth, immobilized by the torrent of rain.

He shoots across the pavement, dodging THEM. He comes upon his El Camino, throws the door open as...

HANDS GRAB HIM.

He throws a CREATURE off him and climbs in the car. He starts it up and tears outta the driveway.

CUT TO:

INT. GYM - SAME

The others move about the gym entrance. Fidgety and tense.

STAN
He won't be back.

MARYBETH
Yes, he will.

PACEY
I hope.

A THUMP is heard from the darkness of the gym. They all turn. Stan races in. The others follow.

Shadowed light filters in through the windows high in the gym walls. All is deathly quiet. Except for the rain pelting down outside. Stan motions to the girls.

STAN
Stay here. Pacey, take that side.

CONTINUED:

Stan and Pacey split up, each taking a side of the gym.

ON PACEY

as he moves to the electric wooden bleachers that line the wall. He moves to their edge, peering under them. It's frighteningly dark. A jungled mesh of steel support braces.

PACEY
Hello? Who's there?

Suddenly, a FIGURE emerges, moving into the light. It's Molly.

PACEY
Molly?

She moves out into the open. A look of pure terror on her face.

MOLLY
Please, don't hurt me.

PACEY
It's me, Pacey.

She runs into his arms.

MOLLY
Oh, Pacey, what's going on?

Suddenly, Stan appears, yanking Molly from him, throwing her to the ground.

STAN
Watch out. She could be one.

Molly is horror-streaken and tear stained.

MOLLY
No, I'm not. Please, Pacey, tell him.

Pacey wants to believe her but knows better. He's seen too much tonight.

PACEY
I'm sorry, Molly.

CUT TO:

INT. GYM ENTRANCE - SECONDS LATER

Molly sits on the floor while Stan ties her hands behind her back. Stokely, with lighter fluid in hand, squirts her with it, covering her completely. Molly CRIES UNCONTROLLABLY.

STOKELY
You make one alien move and you're fireworks--got it?

Stokely holds up her lighter. Molly nods her head. She looks pitiful and pathetic.

PACEY
Do we have to do this?

STAN
We can't take any chances.

PACEY
I know her. Okay? This is really her.

STOKELY
And you're willing to bet your life on it?

This gives Pacey pause. Marybeth is getting really anxious. She paces the floor.

MARYBETH
So, what are we gonna do, just stay in this gym forever?

STAN
You got a better idea?

Stokely is looking through the door's small window.

STOKELY
Whaddya say we go after the Coach? Put an end to this once and for all.

CUT TO:

INT. FRONT DOORS - MINUTES LATER

The destruction of an American Flag.

Stan is cracking a flag pole into, creating a stick. Pacey wraps flag remnants around the stick. They're making a torch.

CONTINUED:

Marybeth douses it with lighter fluid, while Stokely lights it. It flames up. Stan instructs Stokely.

STAN
You stand under the awning with the torch and I'm gonna lure the Coach back to you.

Stokely nods, taking the torch. Marybeth unlocks the door. Stan looks to Pacey and Marybeth.

STAN
When you see us coming, you throw those doors open, okay?

EXT. GYM DOORS - SAME

Stokely and Stan venture out into the rain. They stand under the awning with the torch. Then, Stan moves out into the rain. He walks between TWO ALIEN CHEERLEADERS who stand, bodies fixated. He heads toward the Coach who stands serveral yards away.

Stan moves, quickly, precisely, when quite unexpectedly...

THE RAIN STOPS.

Stan freezes, stopping dead in his tracks. He looks about to see what reaction this has on the alien things. The feelers withdraw back into their bodies. They're coming out of their trances. They're becoming functional again.

Stoke watches from the awning. She sees Stan's predicament.

STOKELY
Forget it, Stan, come back.

The Coach comes to. His eyes rolling back into their sockets. He immediately sees Stan, charging for him.

INSIDE THE GYM

Pacey and Marybeth freak as Molly moves to her feet.

MOLLY
What's going on out there?

BACK OUTSIDE

Stan is trying to outrun the Coach and the pursuing football team. Suddenly, he slips, sliding to the ground. The Coach is nearly on him.

CONTINUED:

Stokely goes to help. With the torch in hand, she races to Stan as the Coach moves on him. She drives the torch into the Coach's back, setting him afire. The Coach flares up, stopping the others momentarily.

Stan and Stoke watch the aliens intently.

STAN
I thought it was the Coach.

They turn back to the gym and haul ass.

INSIDE THE GYM

Pacey and Marybeth ready the door. Molly has worked her way over to Pacey.

MOLLY
Please untie me, Pacey. Let me help.

PACEY
Move back. There's no time.

OUTSIDE THE GYM

Stoke and Stan are almost there when they're beseiged upon, surrounded by aliens.

STOKELY
Shit!

INSIDE THE GYM

Marybeth doesn't know what to do. Pacey eyes the trophy case. He spins Molly around, untying her.

PACEY
Help me. Marybeth guard the door.

Pacey takes the remainder of the flag pole and SHATTERS the trophy case. Then he grabs up several trophys.

PACEY
(to Molly)
Get the flag. We're gonna make fire balls.

OUTSIDE THE GYM

Stokely is shoving the torch around, keeping them at bay, when, from out of the gym doors come flying fire trophy's. The aliens recede slightly, creating a path...just enough for Stan and Stoke to make a break for it.

CONTINUED: (2)

Pacey and Molly are standing at the door, lighting their fireballs and throwing them as fast as they can.

MARYBETH
Here they come.

Stoke and Stan race towards the door and fly inside just as the aliens pounce. Pacey falls in the door but Molly isn't fast enough. The aliens consume her, grabbing her, dragging her off into the parking lot. She CRIES OUT. A piercing horrible SHRIEK.

At the door, Pacey starts for her, but Stan holds him back.

Molly disappears in a sea of CHEERLEADERS who quickly begin to make her one of their own.

AT THE DOOR

Pacey, enraged, makes one last fire trophy and throws it. It lands right in the center of the Cheerleaders, right on top of Molly, igniting her doused body. She goes up in flames, burning the aliens, setting them on fire. They squirm and writhe about.

BACK INSIDE

Marybeth relocks the door as Pacey and Stan and Stokely collapse on the floor. Marybeth turns to them.

MARYBETH
What now?

CUT TO:

EXT. COUNTRY ROAD - MINUTES LATER

The El Camino rushes down a winding country road.

CUT TO:

INT. EL CAMINO - SAME

Zeke has the radio on, he's listening to a news broadcast.

RADIO ANNOUNCER
"Several more outbreaks have been reported in the last hour but authorities have yet to verify any validity to these reports..."

Zeke eyes something in the road ahead.

CONTINUED:

ANGLE THROUGH WINDSHIELD

Several cars are lined up in what appears to be a road block. POLICE OFFICERS, with flashlights, are investigating stopped cars.

Zeke watches as the Brun County School bus is allowed access to pass.

A SCREAM takes his attention. He looks to the car ahead of him as a YOUNG POLICE OFFICER yanks a WOMAN from it. She fights, SCREAMING and resisting. It's Miss Harper.

Instantly, Zeke leaps from his car.

EXT. ROAD - SAME

Zeke comes upon the struggle. He throws the cop off of Miss Harper and grabs her by the arm. She looks up, surprised.

HARPER
Zeke, what are you...

ZEKE
Hurry!

They've drawn the attention of TWO OTHER OFFICERS several cars down.

Zeke and Miss Harper dash back to the El Camino and hop in.

ON THE TWO OFFICERS

One of the officers starts for them, but is stopped by the other.

OFFICER
Where they gonna go?

INT. EL CAMINO - SAME

Zeke spins the car around and heads back the way they came.

HARPER
What's going on, Zeke?

ZEKE
We've been invaded by aliens.

HARPER
What?

CONTINUED:

ZEKE
I can't believe it myself.

HARPER
You should.

He turns to Miss Harper just as she comes flying at him, arms outstretched. Zeke hits the brakes as Harper lashes into him, her hands finding his throat.

The car goes into a tailspin as Zeke fights off a demonic Miss Harper. She comes at him fast and focused. He slams her back against the seat.

The car comes to a stop. Miss Harper recovers, looking very prim and poised. A smile invading her lips.

HARPER
You want me, Zeke, you know it.

She comes at him again, mouth open wide...

A WORM PROTRUDING FROM IT

Zeke, paniced, scours the floor of his car with his hand. They find one of his drug filled Bic pens. He strikes with it. It catches Miss Harper in the left eye...lodging there. She reels back as the drug seeps into her.

Her body convulses madly...shaking and jerking violently. Zeke watches as her body weaves from side to side crazily...twitching, writhing. And then it goes limp, deadly still.

Zeke leans over and opens the passenger's door. Then, he gives Miss Harper a shove, throwing her out the door. He searches the floor for more Bic pens. He holds them up, realizing.

Zeke hits the gas, flooring it.

CUT TO:

INT. POOL AREA - MINUTES LATER

Stokely and Stan stand next to the pool. The water glistening against their faces.

STOKELY
So why'd you quit football?

CONTINUED:

STAN
Oh God, who gives a shit? I had this moment of clarity. Football was becoming way too important. There's got to me more to me than that.

STOKELY
There is...

A certain sexuality exists between them. Stokely breaks the moment.

STOKELY
I've always loved science fiction. It's always been my escape. What do I do now? I mean, what happens when they get us? Do I lose me? Do we stop feeling? Or just stop caring?

STAN
I don't know.

Stokely grabs Stan and kisses him, long and hard. Years of passion existing in her lips. They break apart. Stan looks at her, pleasantly stunned.

STOKELY
I just don't want to never have done that.

CUT TO:

INT. GYM - SAME

Pacey and Marybeth wait it out atop the bleachers. They sit quietly with each other. Pacey is turned away from Marybeth, sitting several rows down, sprawled out along the bleacher.

MARYBETH
God, I'm really over this.

PACEY
Me too.

MARYBETH
No, I'm really over this. It was fun while it lasted.

Marybeth is deadly serious.

PACEY
I bet you wish you were back home right now.

CONTINUED:

MARYBETH
There's nothing left for me back home.

PACEY
You're from Atlanta, right?

MARYBETH
Actually, I'm from somewhere much further away.

Suddenly, Pacey sits up with a thought. He looks to the exit doors.

PACEY
How come they're not coming in?

MARYBETH
What do you mean?

PACEY
It's stopped raining. They could get in here if they wanted to.

MARYBETH
Maybe, that's because, they're already in.

Something is strange about Marybeth's responses. Maybe it's the fact she has completely lost her southern accent.

Pacey turns to her just as...

A HUGE, GROTESQUE TENTACLE

whips out at him in a lightning move...striking him, sending him tumbling down the bleachers. He lay hurt and stunned, looking up to see...

MARYBETH

her left arm is no longer an arm. It's been replaced with a this huge, hideous tentacle.

PACEY
No...

Pacey watches in UNSPEAKABLE HORROR as...

MARYBETH TRANSFORMS

Her body begins to shiver a moment. As feelers begin to seep from her mouth, her eyes, every orifice as her head begins to

CONTINUED: (2)

bulge...her neck stretching, elongating as her mouth opens wide...wider giving way to something else.

FROM HER MOUTH

comes a bulbous matter. Suddenly her whole body begins to gyrate and differentiate as her two arms stretch forward, joining her legs as they push out and redefine themselves.

Her skin changes shape, color, texture...it becomes gray...opaque.

Marybeth's head disappears into the neck of the thing giving way to it's new incarnation. A rounded head with a huge mouth with stickily feelers that slap about it.

A fold of skin lifts revealing three piercing eyes. The neck expands then subsides attached now to it's new body. A torso connected to four worm-like legs.

Pacey watches in horrified silence as the Creature takes a step towards him. It moves like a spider...scurrying down the bleachers.

One of the THING'S tentacles lengthens, stretching out, whipping up to the ceiling, to the rafters above the court. It wraps around a beam and pulls.

The THING, like lightening, disappears into the rafters. Pacey stands, staring up. Terrified. He watches at it moves through the rafters, swinging from beam to beam. Pacey bolts to...

INT. BOY'S LOCKER ROOM - SAME

Pacey tears through the locker room. Past rows and rows of lockers. He looks back. Nothing. No sign of her--IT.

He keeps moving.

INT. POOL AREA - SAME

Stokely and Stan hear a noise...they stop in their tracks. From the locker room, comes Pacey.

PACEY
It's Marybeth. She's the one. Oh God...

Suddenly,

AN EXPLOSION ERUPTS ABOVE THEM.

The sound of splintered wood and crushing brick. Then, movement above them. They all three look up to the dark

(CONTINUED)

CONTINUED:

rafters that comprise the room's ceiling. They can hear it, travelling, moving above them.

STOKELY
What is it?

PACEY
You don't wanna know.

STAN
What do we do?

Stokely, Stan, and Pacey stand, paralyzed...petrified.

The CAMERA PANS to Stan to Stokely to Pacey...then back again. Only this time Stan is gone. He's just vanished.

STOKELY
Oh God.

Pacey looks around. A sick feeling overcoming him.

STOKELY
He was just here.

PACEY
It got him.

It's as if he disappeared into thin air and then, from above...

STAN'S BODY FALLS, hitting the floor with a sickening THUD. Stokely SCREAMS, running to him. Pacey follows.

Stan is dead, his body CRUSHED. Stokely looks down in horror as more NOISE comes from above. Then, an ENORMOUS SPLASH from the swimming pool. They turn to the pool. The water rocks, but then stills.

STOKELY
Where is it?

PACEY
C'mon.

Pacey races to an exit door.

PACEY
Where are the keys?

STOKELY
Marybeth has...

CONTINUED: (2)

She stops mid-sentence. She turns and BEATS on the door. It's chained and locked. It won't budge. She doesn't notice the tentacle that slowly emerges from the swimming pool, inching towards her, circling her ankle until...

IT YANKS

Pulling her by the leg, dragging her into the swimming pool. She SCREAMS, thrashing about. Pacey watches as Stokely is dragged completely under.

PACEY
Stokely!

Pacey runs to the side of the pool. No sign of Stokely. The water begins to still when...

STOKELY'S HEAD POPS UP

in the middle of the pool. She's GAGGING and COUGHING. Treading water...she looks about her. No sign of the Thing.

PACEY
Hurry. Swim.

Stokely makes a break for it, her arms moving as fast as she can. She reaches the ladder at the side of the pool. She steps up, crawling out when...

A HUGE TENTACLE APPEARS

wrapping itself around Stokely...

She holds onto the ladder for dear life. Pacey runs to her aid, his arms outstretched...reaching for her, just as her whole body is wrenched back under the surface again.

Pacey looks on. Nothing. A deafening silence and then...

THE SURFACE BREAKS

as Stokely's body comes flying out of the water, CRASHING into the rafters above, lodging there. Her legs dangling down from between two beams.

Pacey SCREAMS, running toward the locker room as...

THE CREATURE ATTACKS

pulling him, yanking him back. He fights, kicks, struggles free. He stands upright, opening the locker room door, disappearing inside.

CONTINUED: (3)

INSIDE THE LOCKER ROOM

Pacey races through the locker room, passed rows and rows of lockers. He reaches a corner, a dead-end. He stops and catches his breath.

CREAK! The sound of the locker room door opening. He hears footsteps. Pacey goes deadly silent, listening. He sees a shadow appear along side a row of lockers. The shadow appears to be a human figure.

MARYBETH
Pacey.

A sweet Georgia accent fills the locker room.

MARYBETH
Where are you, Pacey?

Pacey tries to quiet his TERRIFIED BREATHING.

MARYBETH
Poor Pacey. The class wuss. Loser. His little penis taped to the wall for all the world to see.

A SHADOW bounces across Pacey's face. He moves to another row of lockers.

MARYBETH
I can change all that, Pacey. You never have to be afraid again. Think about it. A life without fear. A society without guns and violence and drugs. It'll be a perfect world. Fearless.

She's getting to him. Pacey is losing it. He looks about madly.

PACEY
But you're afraid. That's why you're here, isn't it? You didn't want to be alone anymore, did you?

Silence. He's touched on a truth.

MARYBETH
Please, Pacey. Be my new family.

Her voice is whimsical...sweet.

PACEY
No.

CONTINUED: (4)

Pacey rushes around a row of lockers, not seeing that the shadow has changed shape. It's now huge and monsterous.

Pacey eyes the small caged room that houses equipment and towels. He goes for it. Opening the caged door and sliding in. He locks it from inside. He cowers down into the shadows as the...

The Creature moves in front of the cage. He watches, in silent horror, as the Creature's neck elongates and its head rises up and over the cage.

The Thing knows he's there, its three eyes piercing him.

In an instant, the Creature attacks...CRASHING AGAINST THE CAGE. It RATTLES and QUAKES.

Pacey presses his back against the wall, weighing his options. Through the towel return, comes a tentacle. It slaps about, swinging inches from Pacey's face, just missing him.

Pacey's hands find a baseball bat. He grabs it up and starts swinging...beating at the tentacle.

With bat in hand, Pacey goes for the gated door. He slips out of it and bolts for the locker room door.

The Creature tries to pull free from the cage, but it's tentacle is stuck in the towel return. It pulls and twists.

INT. GYM/LOCKER ROOM DOOR - A SECOND LATER

Pacey comes bolting out the locker room door RUNNING SMACK into...

ZEKE

Pacey SCREAMS HOLY MURDER. Zeke grabs him, holding up the Bic pens.

ZEKE
This kills them. SKAT kills them.

Just then,

AN ENORMOUS MONSTEROUS WAIL ECHOES through the locker room. Zeke listens in sheer terror.

ZEKE
What was that?

CONTINUED:

Just then, the locker room door comes RIPPING off its hinges as Zeke's eyes give sight to the single most horrifying thing he'll ever see.

Pacey bolts, moving across the basketball court. He turns to see the Creature take Zeke's body in its grasp and SLING him through the air. His body goes CRASHING into the electronic score board before SMASHING to the floor in front of Pacey.

Pacey turns, to see the Thing slithering across the floor. One of it's tentacles SLINGS forward, wrapping itself around Pacey's leg, reeling him in. Pacey slides across the floor, KICKING and SCREAMING, his hands flailing about...they find a Bic pen. His body squirms like a hooked fish, until the Creature stands over him.

Pacey lay directly underneath the Creature, it's four legs on every side of him, caging him in. The Creature's head appears on it's snake-like neck, twisting under and moving close to Pacey's face.

The Creature is face to face with Pacey. It's slimy feelers slap about, grazing his cheeks. Its mouth opens as two long worm-like tongues spit out...

Pacey eyes the Creature's torso...it's belly where the skin is so translucent, you can see through it. Thousands of small slugs swim about...some breaking the surface of the skin, then diving back under like dolphins in the ocean.

Several fall onto Pacey. They disappear inside his clothing.

Pacey brings the Bic pen up to the Creature's eye, but the Creature dodges. Pacey misses. The slugs are invading Pacey's body. He can feel them. He starts SCREAMING and WRITHING about. Pacey rolls away from the Creature.

Pacey stands upright and runs, picking at the slugs imbedding in his skin. The Creature charges for Pacey, tearing at him.

Pacey eyes the bleachers. He goes for them, diving under them...hitting the electric lever on the wall as he goes.

KABOOM!

The electric bleachers begin to close...recoiling up within each other.

UNDER THE BLEACHERS

Pacey races through the maze of metal that comprises the underlining of the bleachers.

CONTINUED: (2)

He sprints, dodging the steel braces as they snap flat around him. He looks behind him to see...

THE CREATURE

right behind him, trafficking the folding bleachers as well.

Pacey runs the length of them, trying to get to the other side before they close completely...SMASHING HIM FLAT.

The bleachers are almost completely gone. Space is tight. Pacey LEAPS in one final jolt of adrenaline. He makes it, flying..SMASHING into the gym wall.

He turns to see the Thing just as the last bleacher snaps closed, SQUISHING THE CREATURE FLAT. Only it's head escapes, stretching forth, coming at Pacey, who meets it dead center with the Bic pen, imbedding it, with warrior force, right in the Creature's middle eye.

The Creature goes mad, it's head convulsing and shaking. A unfathomed SCREAM erupting from IT'S mouth.

A long moment as the Creature finally comes to a still...dead. Pacey looks down, the slugs on his body fall away. Dead too.

Pacey stares a long hard moment until he's completely satisfied the Creature is dead.

Then he rises to his feet.

CUT TO:

EXT. GYMNASIUM DOORS - SECONDS LATER

Pacey steps out into the rising sunlight. He looks around as several of the Faculty move about. Mr. Tate is helping a frightened Mrs. Olson. Everything looks like it will be alright. Suddenly,

A HAND GRABS PACEY FROM BEHIND.

It's Mr. Greenberg. He appears dazed and very much out of it.

MR. GREENBERG
What going on, Pacey?

PACEY
Nothing, Mr. Greenberg. It's all over. Comedy hour is over.

CONTINUED:

CLOSE ON Pacey's face. He appears different now. Stronger. More confident. Fearless even. He moves across the parking lot. Tire, relieved, exalted.

The CAMERA PANS to the sign that sits in front of the school.

"WELCOME TO JEFFERSON HIGH! HOME OF THE FIGHTING PATRIOTS!"

BLACKOUT!